

**MARVEL**

# ULTIMATE SPIDER-MAN®

VOL  
**5**



# PUBLIC SCRUTINY



# GUILTY UNTIL PROVEN INNOCENT



**S**pider-Man beat Kraven. He defeated Dr. Octopus. He even survived a serious scrap with an artificially enhanced Green Goblin. But his worst enemy may be a simple crook in a Spider-Man suit. That's all it takes to ruin Spider-Man's reputation, suddenly painting Peter Parker's alter ego as Public Enemy No. 1...and changing his life forever!

Collecting *Ultimate Spider-Man* #28-32, written by **Brian Michael Bendis** (*New Avengers*) and illustrated by **Mark Bagley** (*The Pulse*).

**MARVEL** **A**

**MARVEL**

# ULTIMATE SPIDER-MAN®



# PUBLIC SCRUTINY

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VOL  
**5**



**ULTIMATE**

**SPIDER-MAN®**

ISSUE

**28**

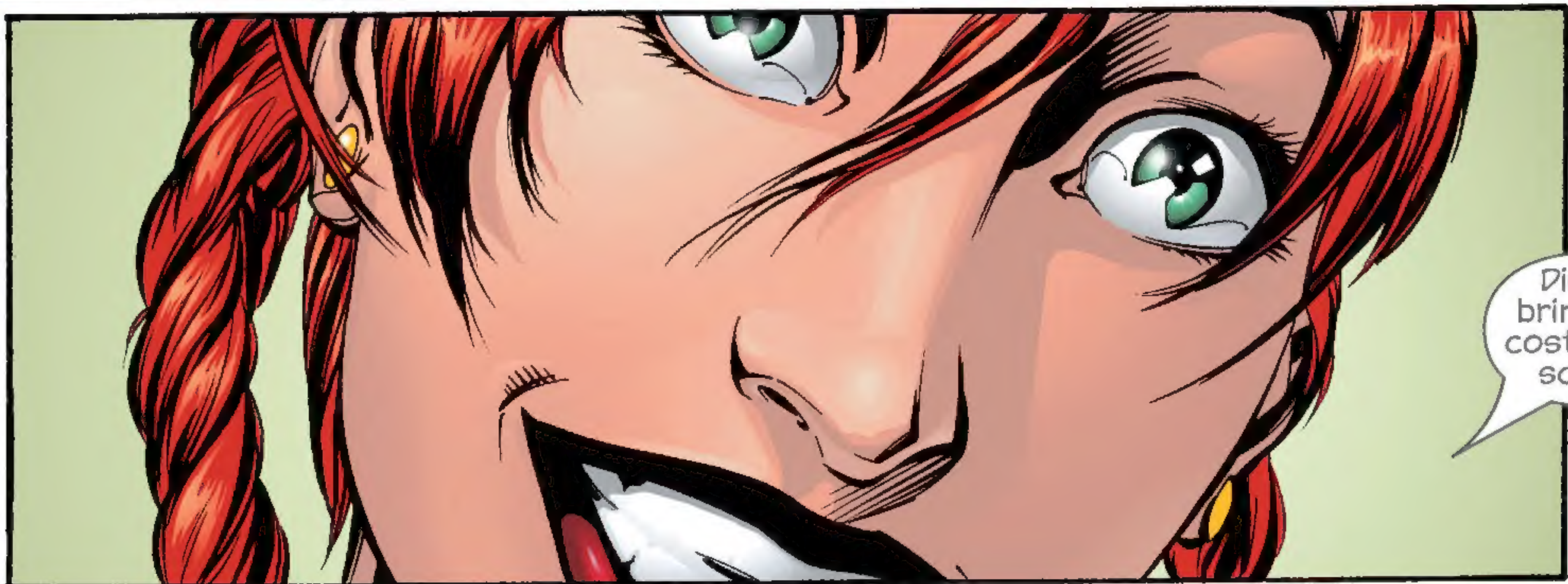
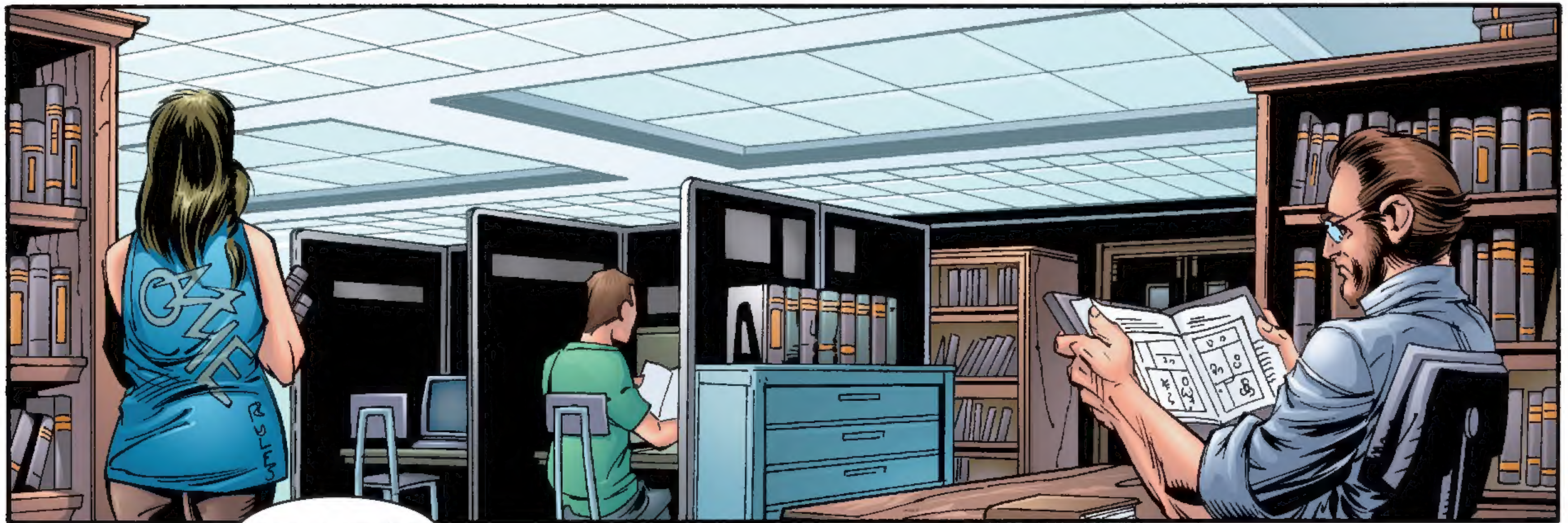
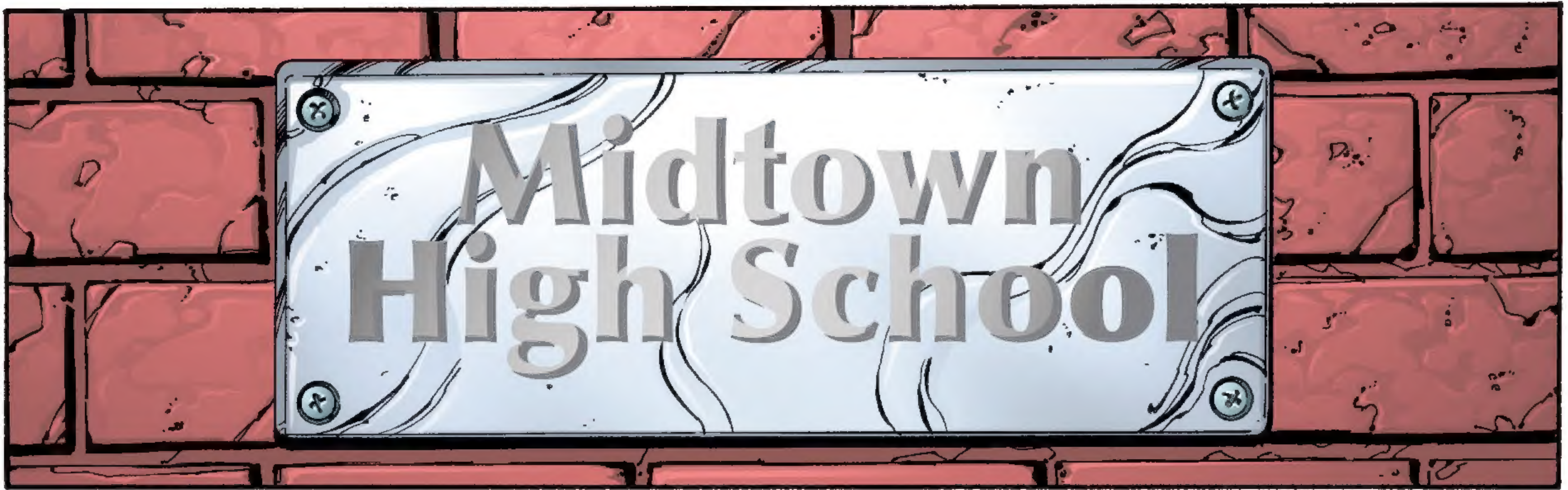
**SIDETRACKED**



**BENDIS  
BAGLEY  
THIBERT**

**MARVEL®**







This is the story as we know it right now--

A half hour ago, this large monstrosity you see-- a man calling himself only the Rhino--

--literally charged head first into Chase Manhattan Bank at Lexington and 55th.

We have conflicting reports at this time, but one report states that this Rhino person cracked the bank vault in half, presumably in an attempt to rob the institution.

The police arrived on the scene and have been at the standoff you see before you.

What you are seeing now is live footage-- oh, my God! Did you see that? The Rhino--

Oh, my!

This Rhino character is-- is literally head-butting parked cars at the police!

He is using his head-- his own head-- as a battering ram with enough-- oh!!!

Oh! Step back!!

With enough force to actually toss entire cars at the police. Bullets seem to be having no effect.

These are live images you are seeing right now. We are live and this is a Fox Channel exclusive.

The first look at this tremendous chaos as it unfolds, uh, right now.

We will attempt to get in tighter to see if we can get a statement from one of the officers on the scene.

This is going on now?

This is going on now.

Wow.

I know.

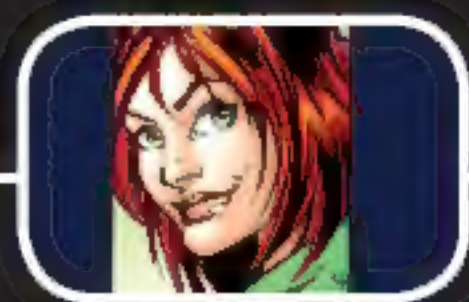




Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.



S t a n l e e p r e s e n t s :

# ULTIMATE SPIDER-MAN

Brian Michael Bendis **story**

**pencils** Mark Bagley

**Art Thibert inks**

Transparency Digital  
**colors**

Chris Eliopoulos  
**letters**

C.B. Cebulski  
**associate editor**

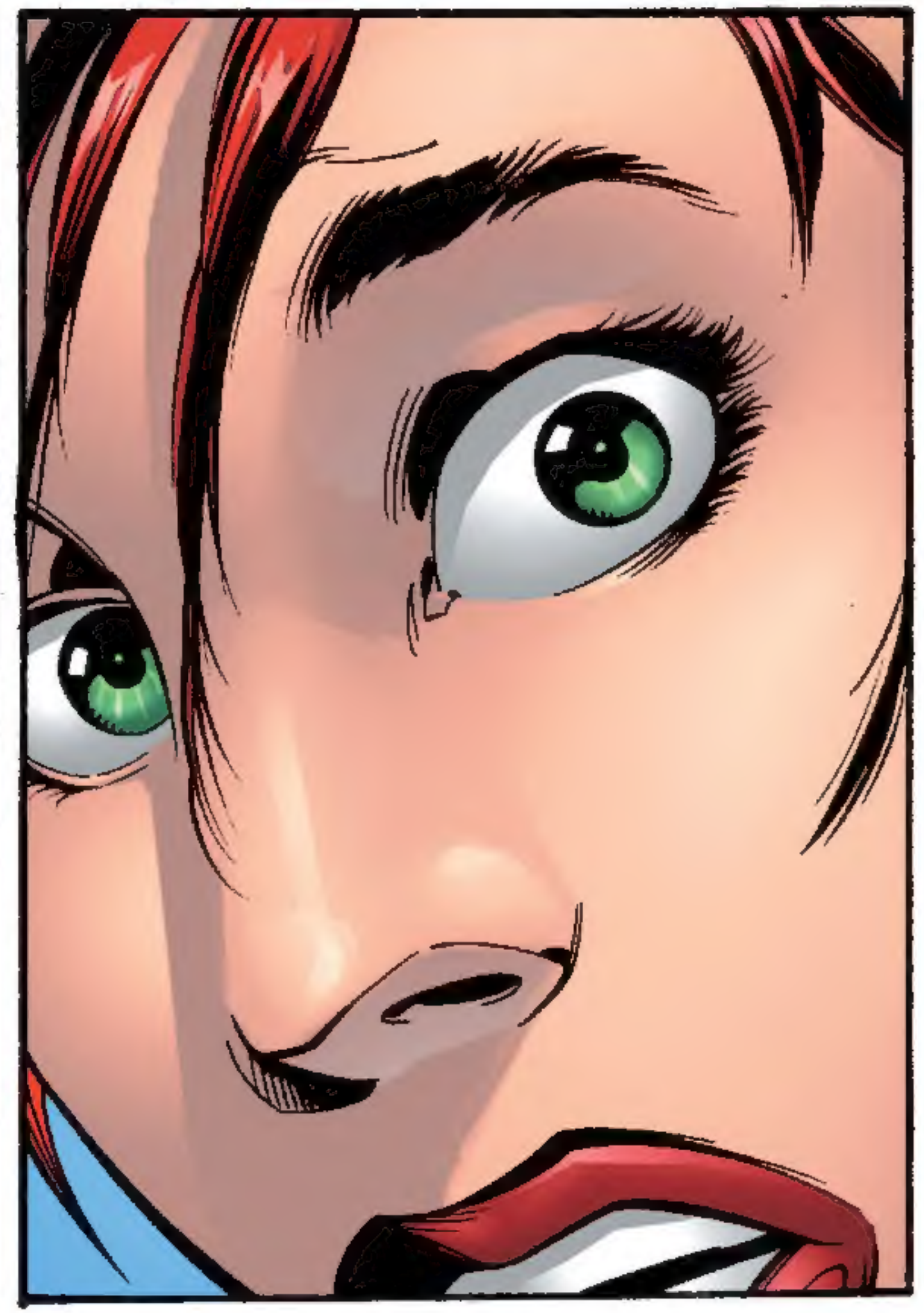
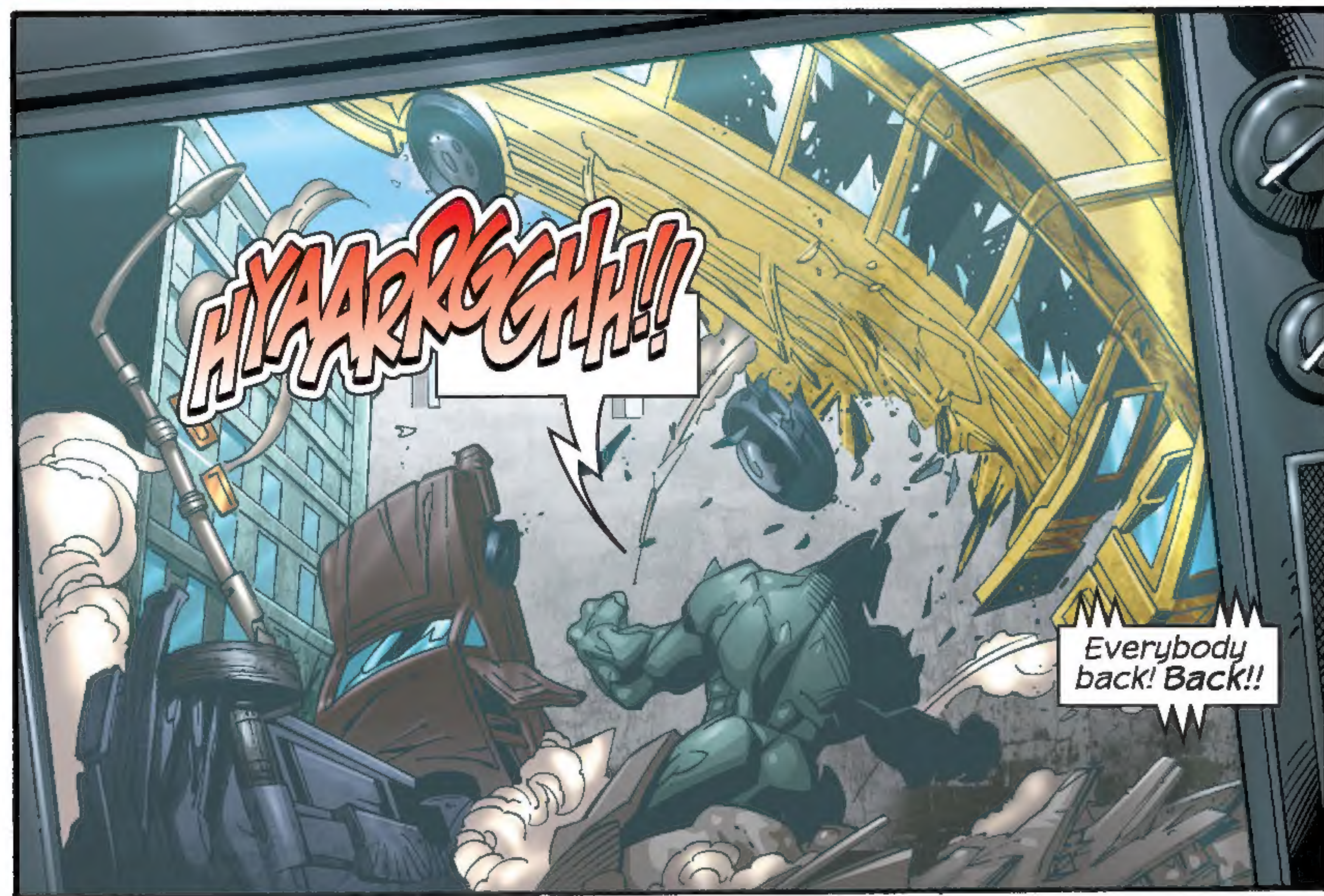
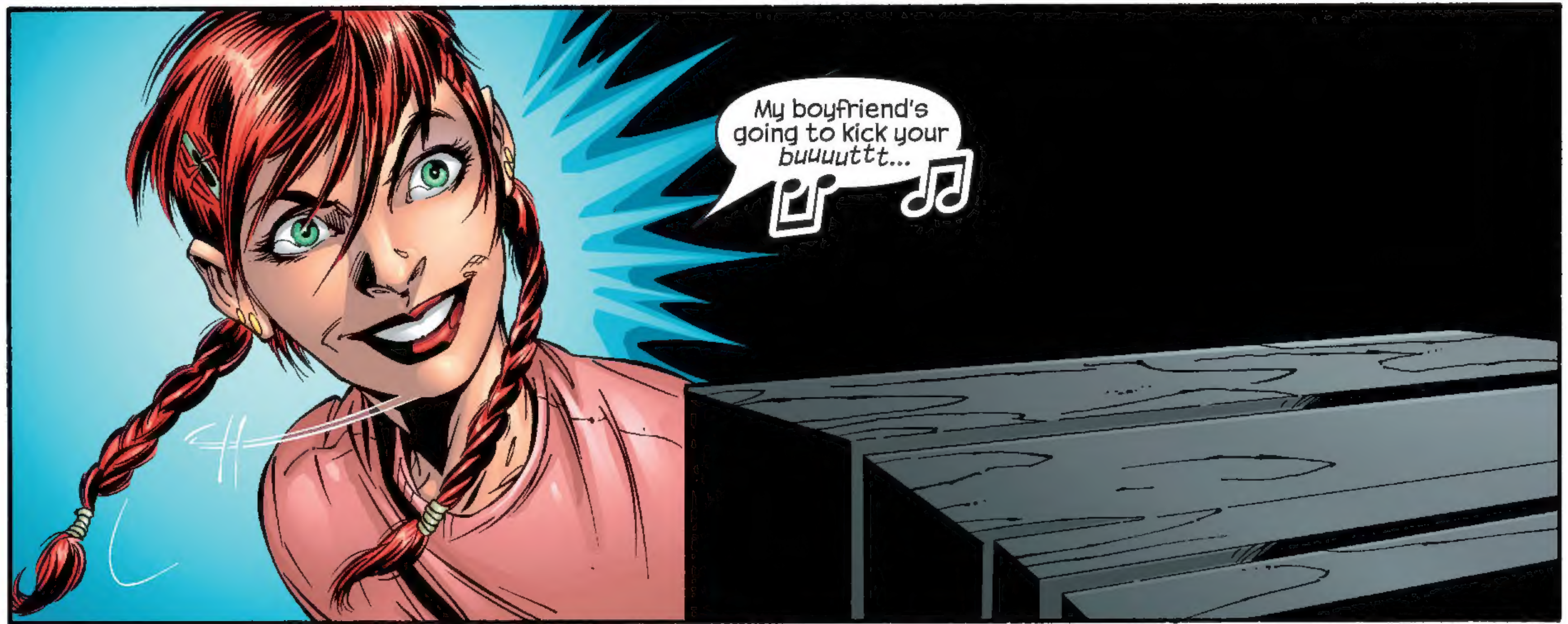
Brian Smith  
**associate editor**

Ralph Macchio  
**editor**

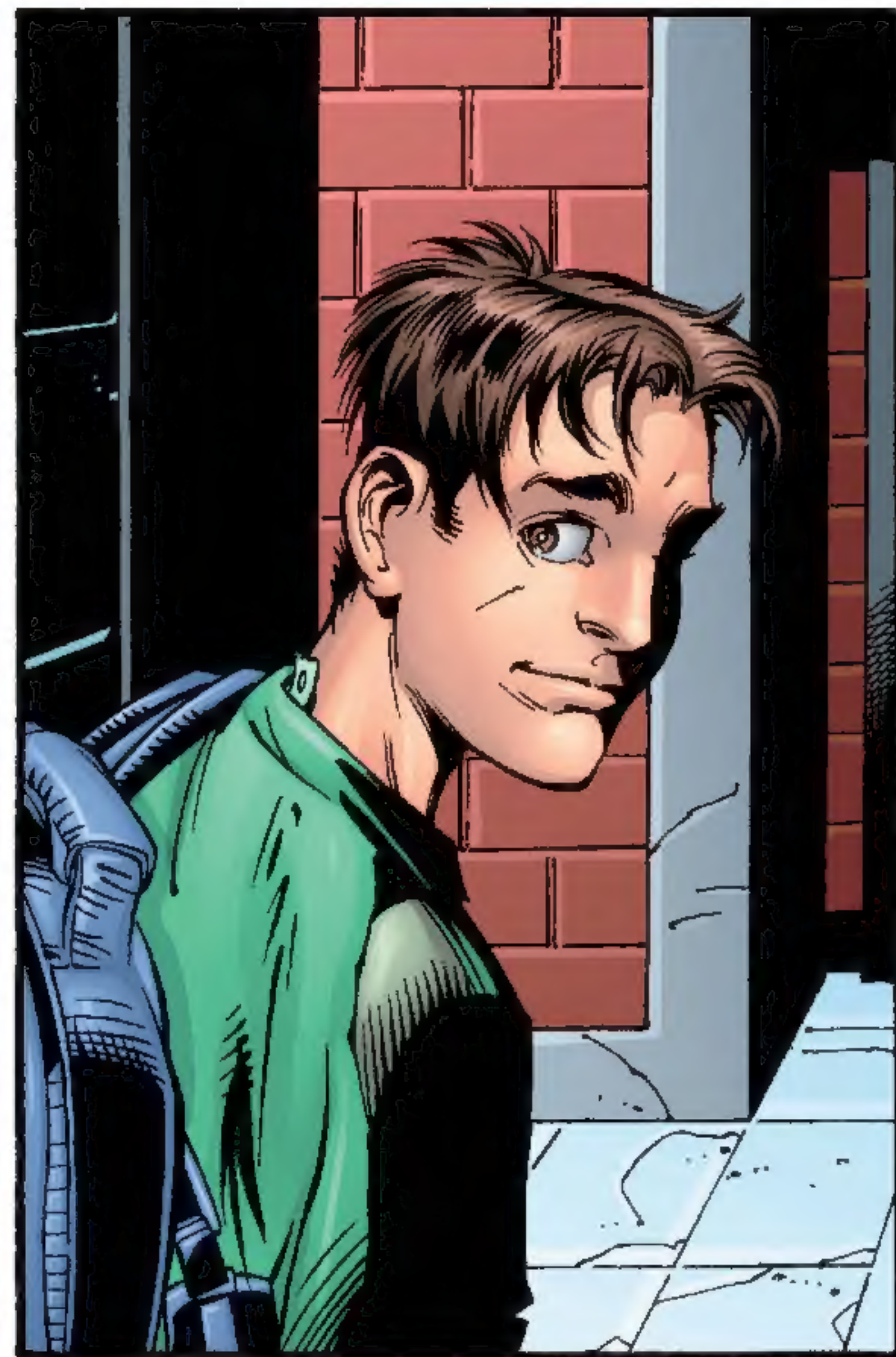
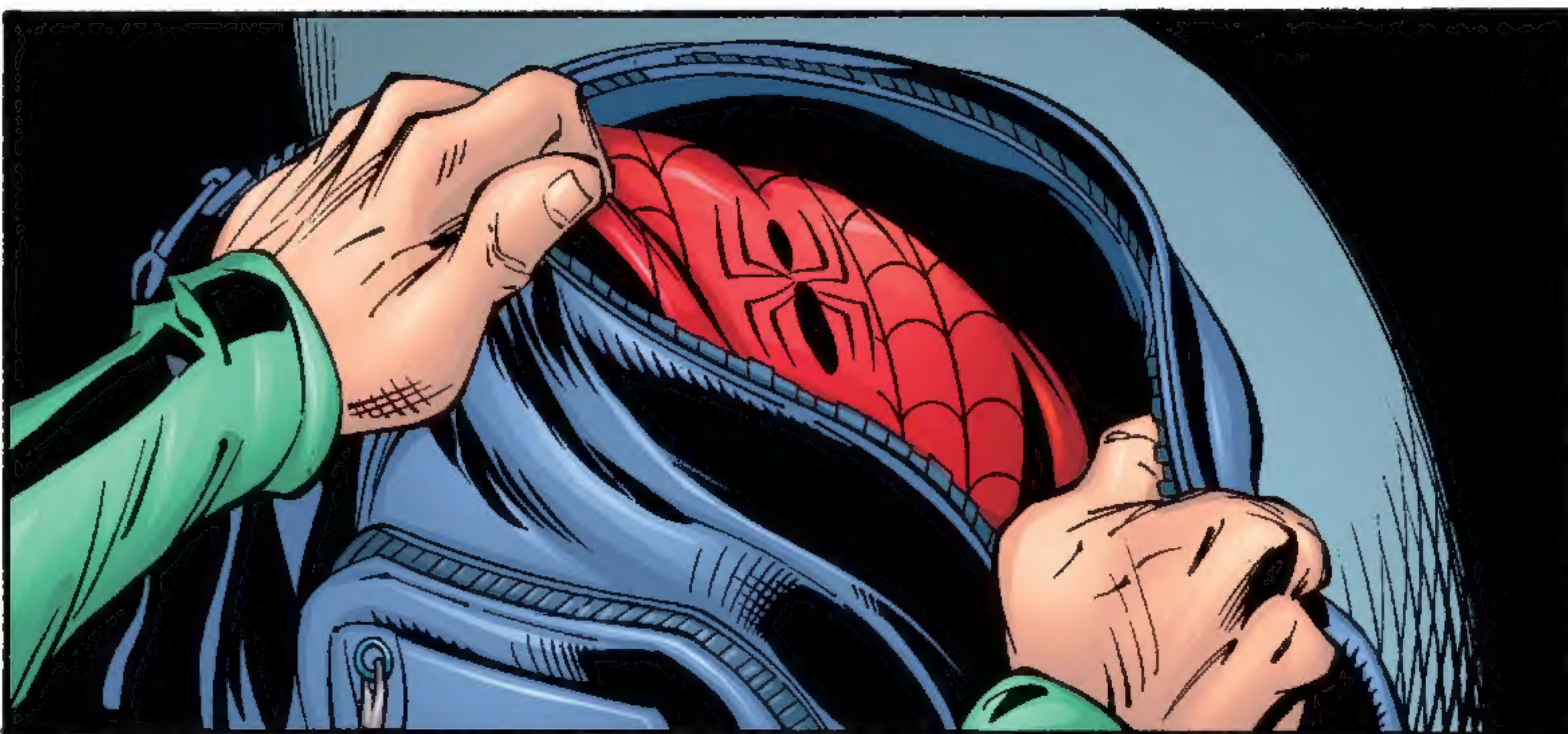
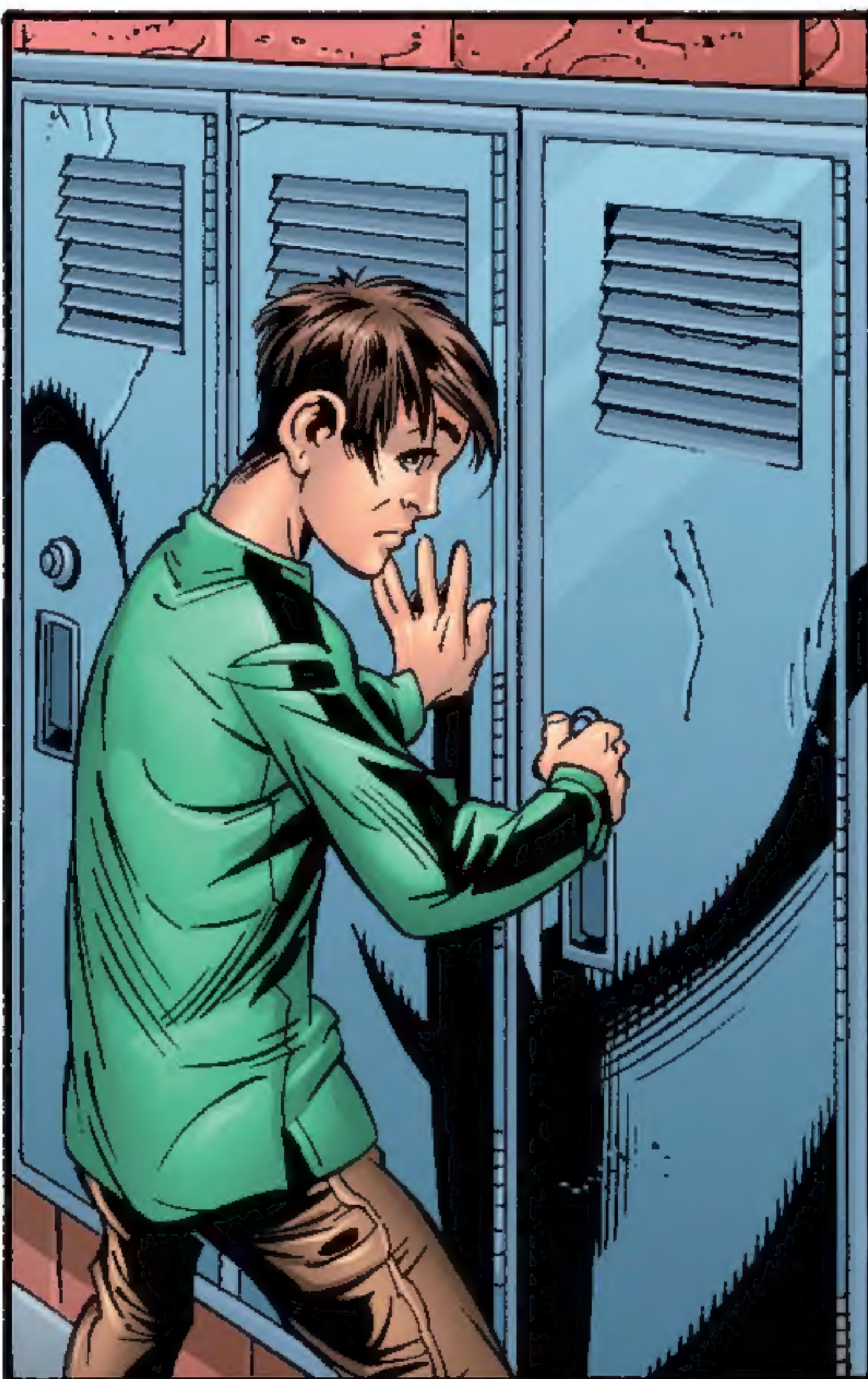
Joe Quesada  
**editor in chief**

Bill Jemas  
**president & inspiration**

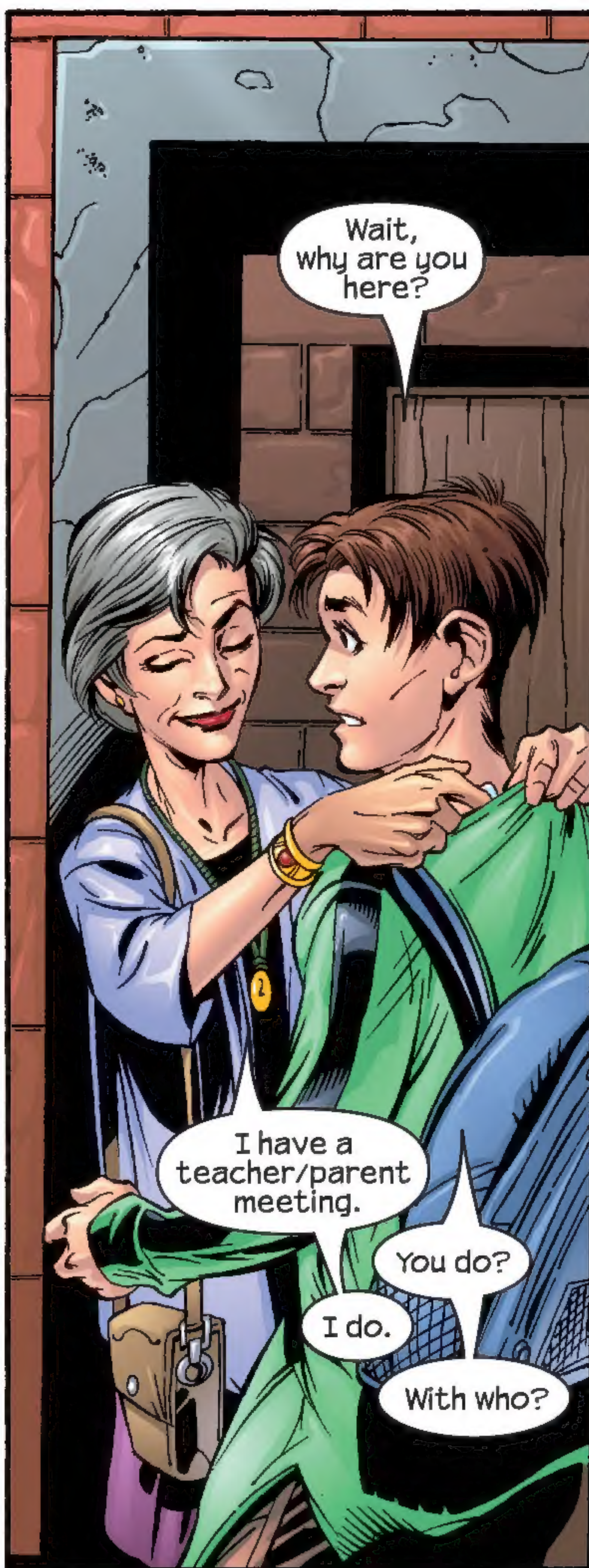
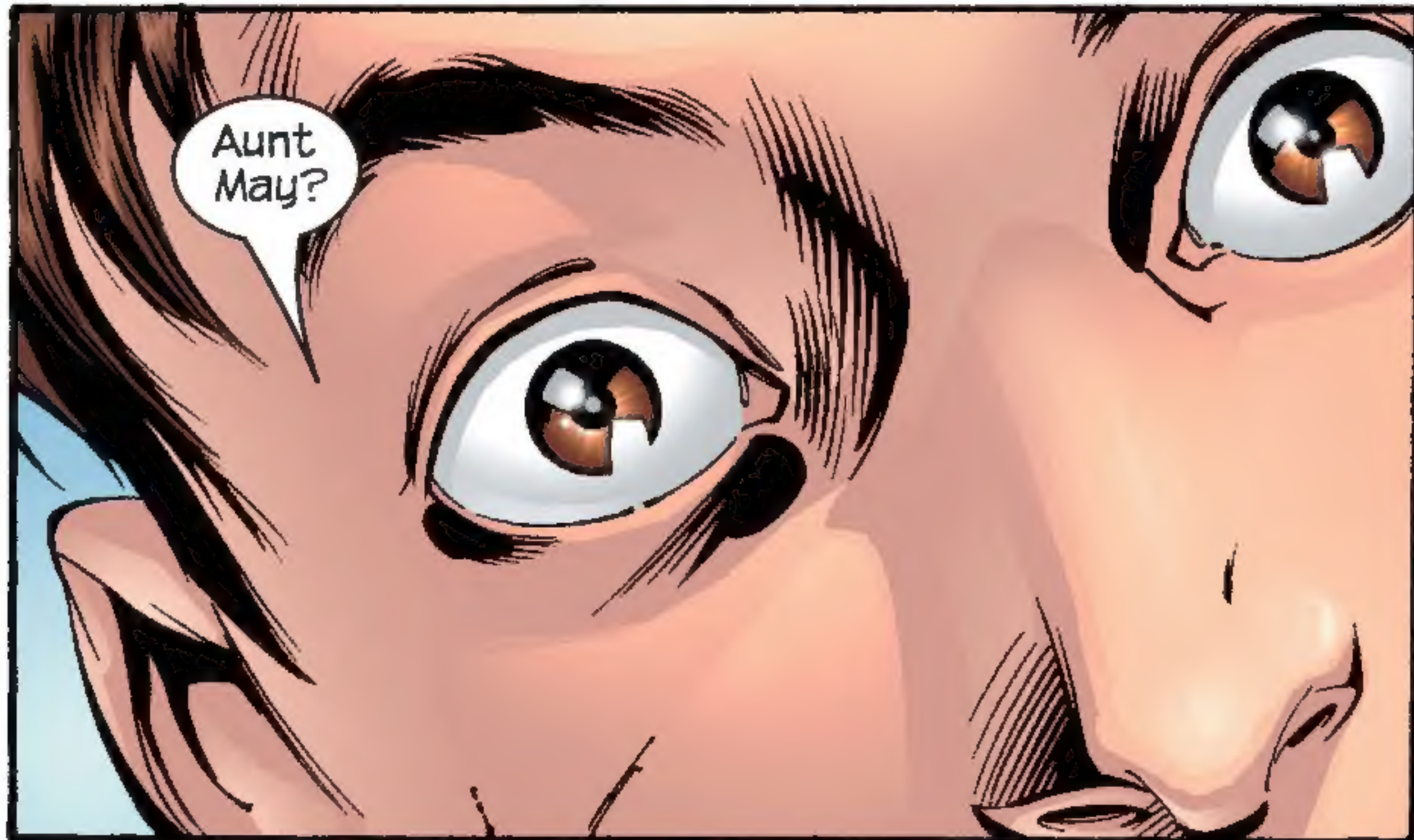
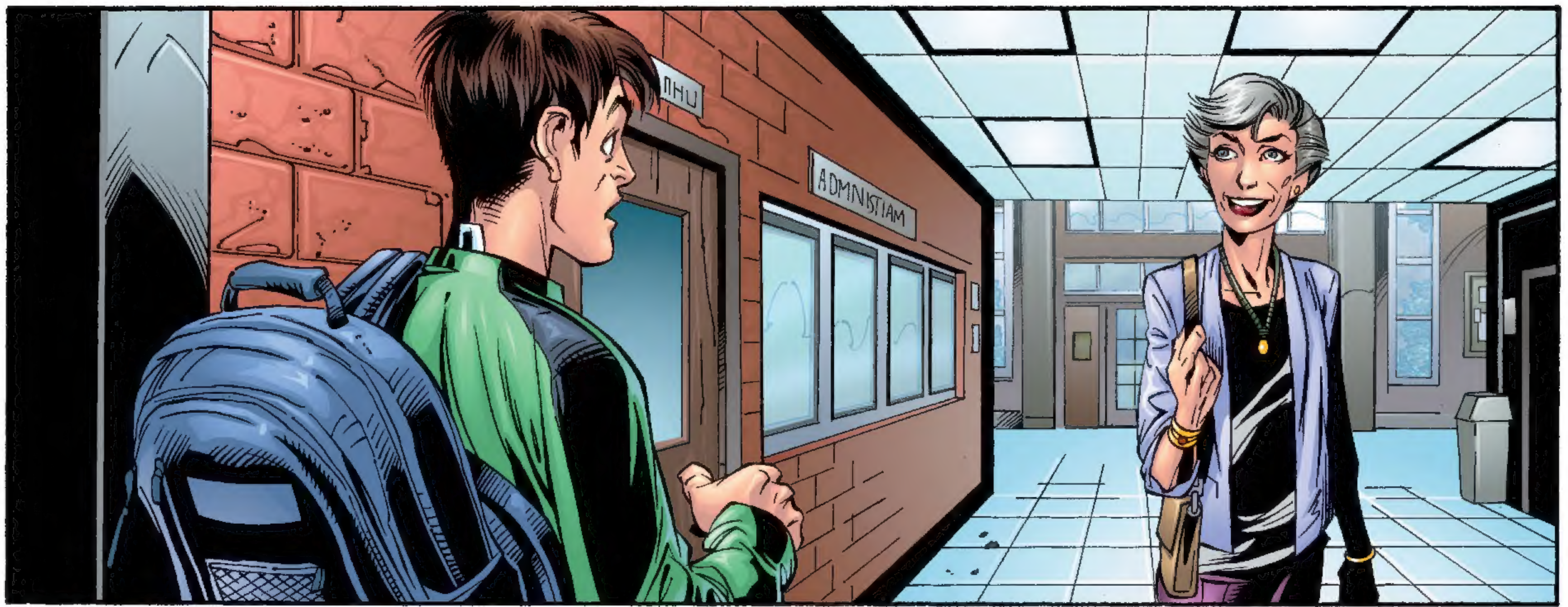




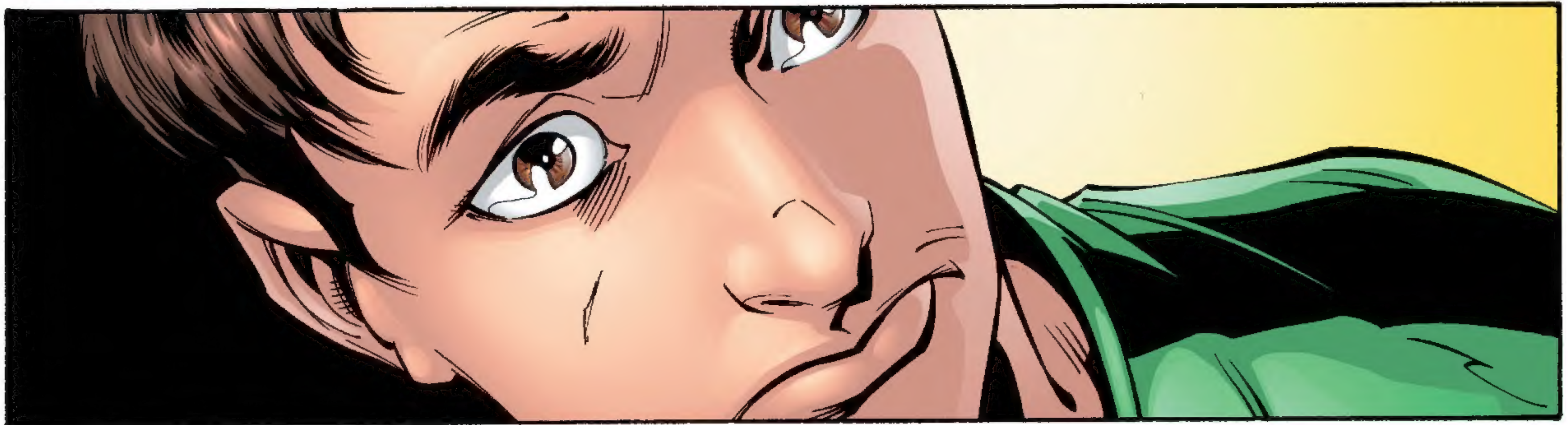
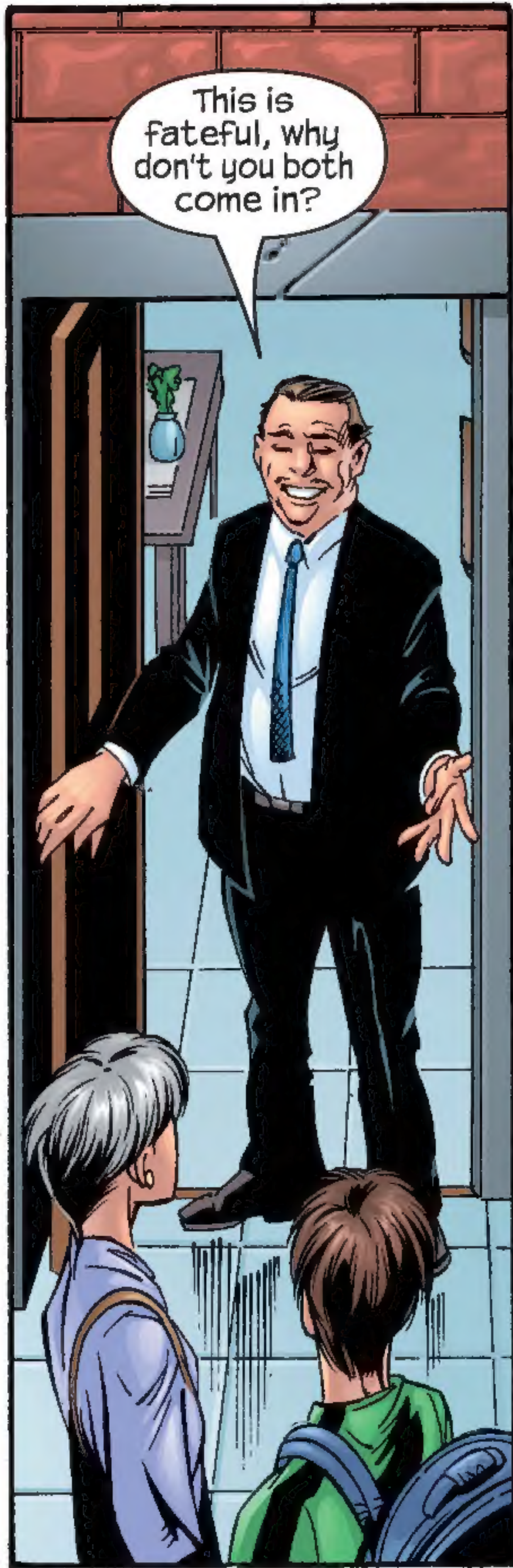
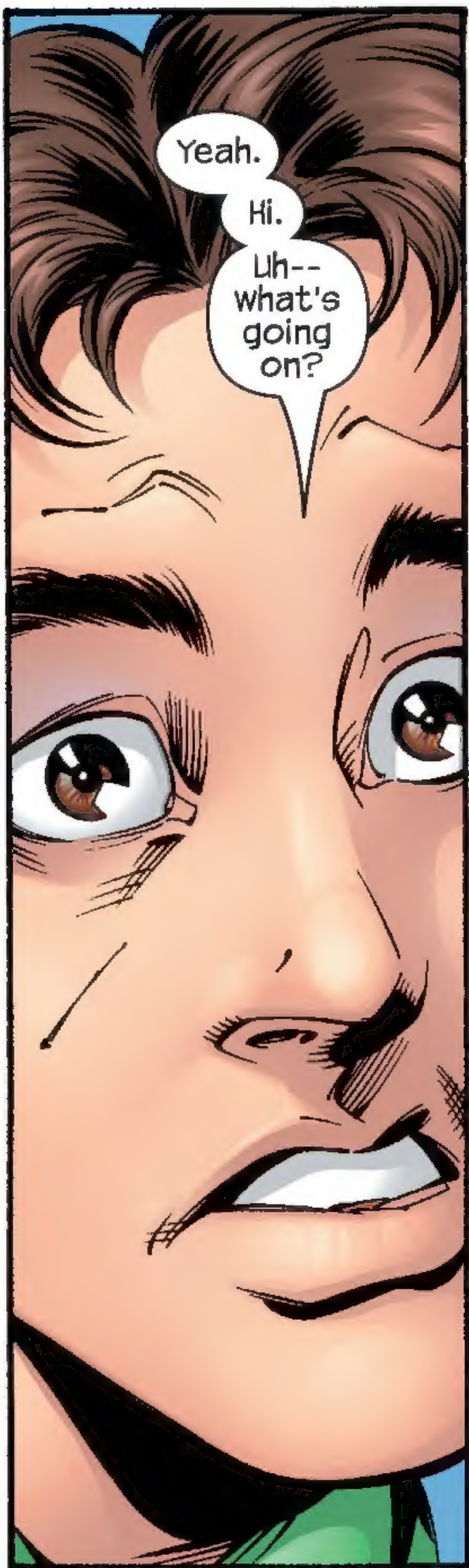
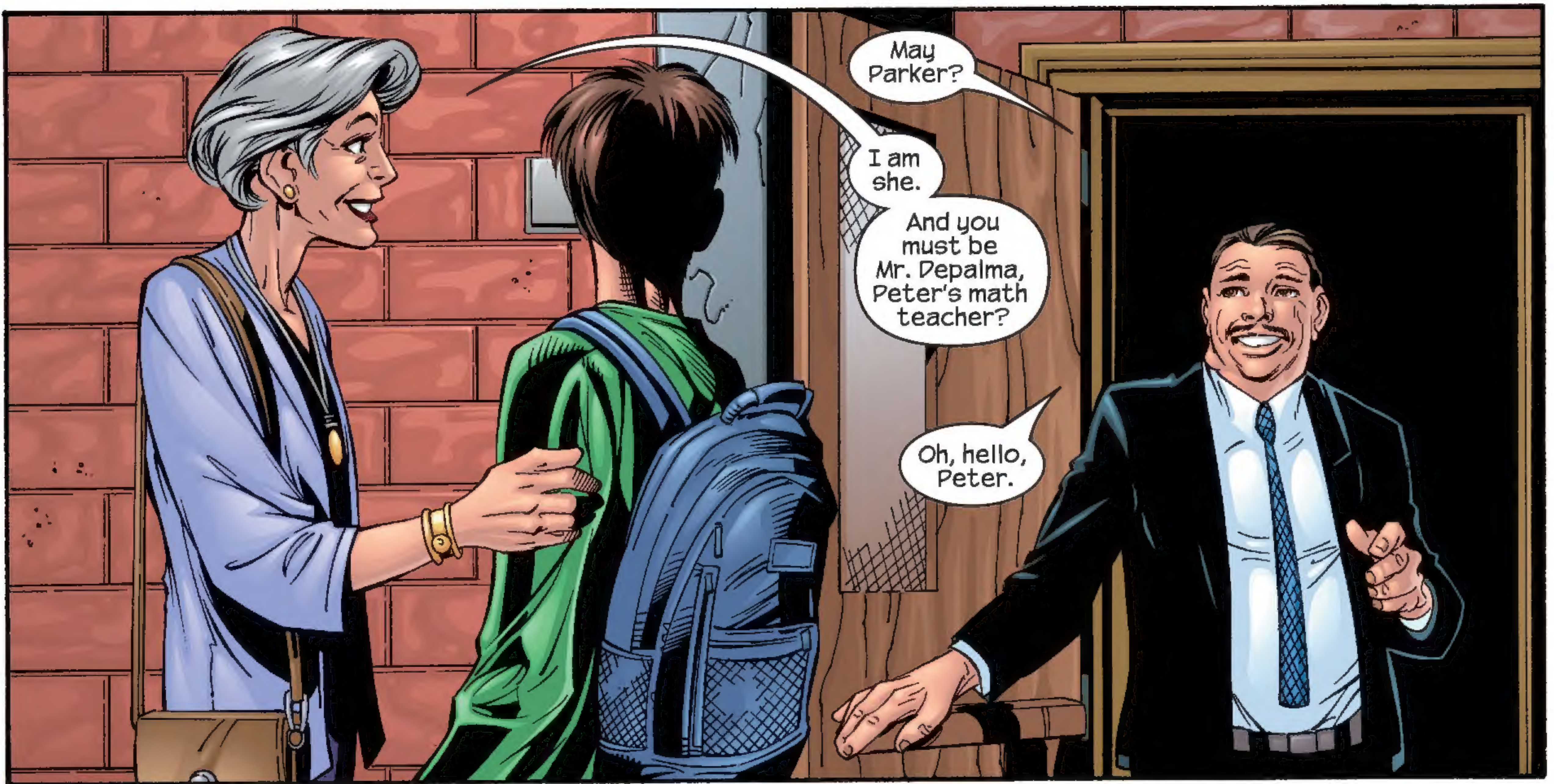




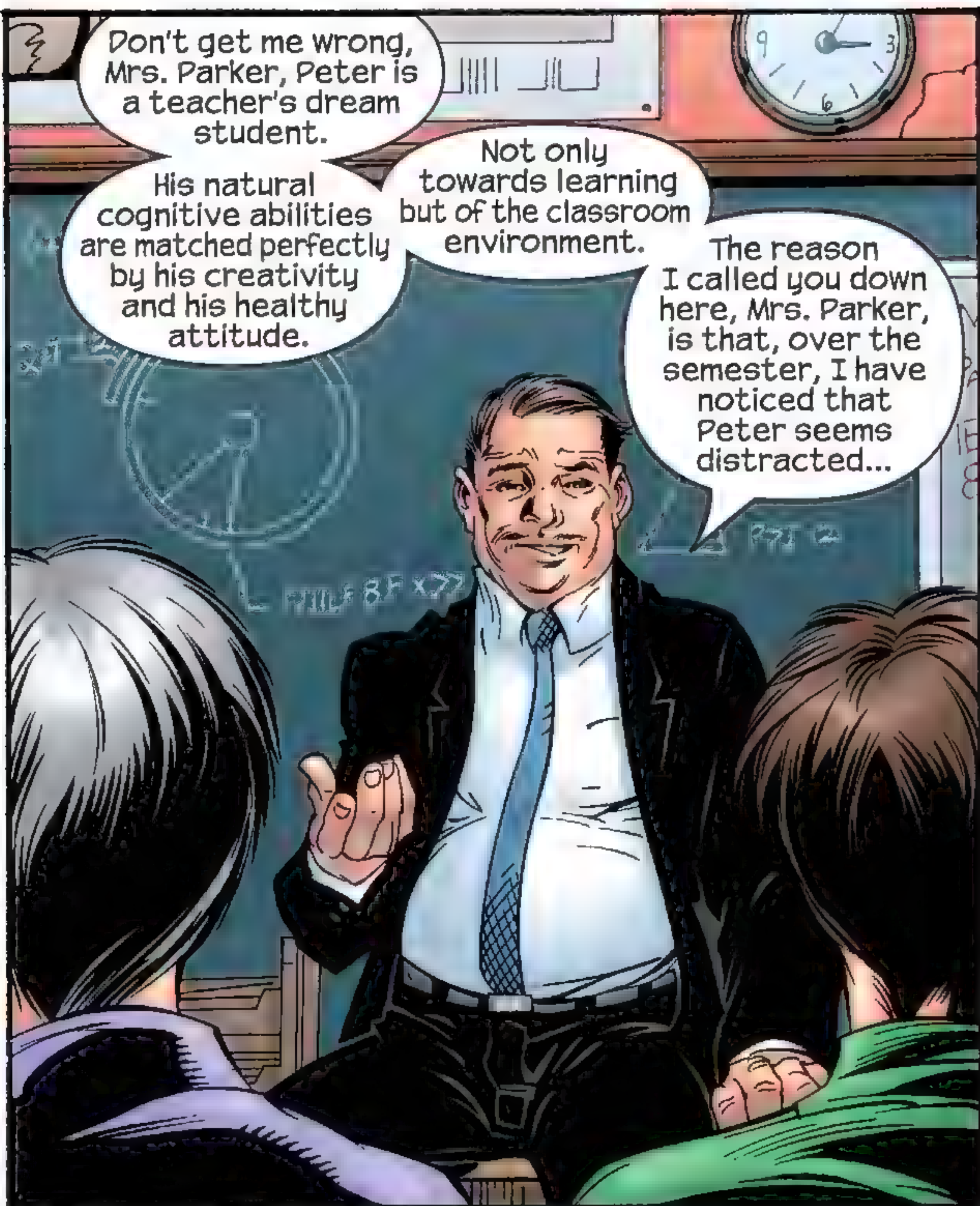










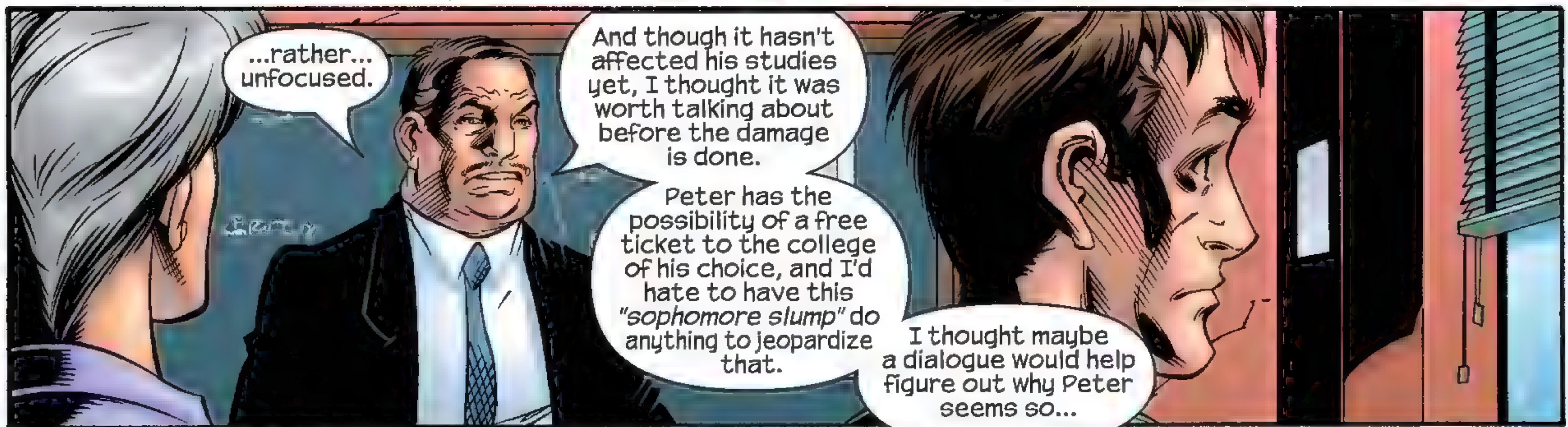
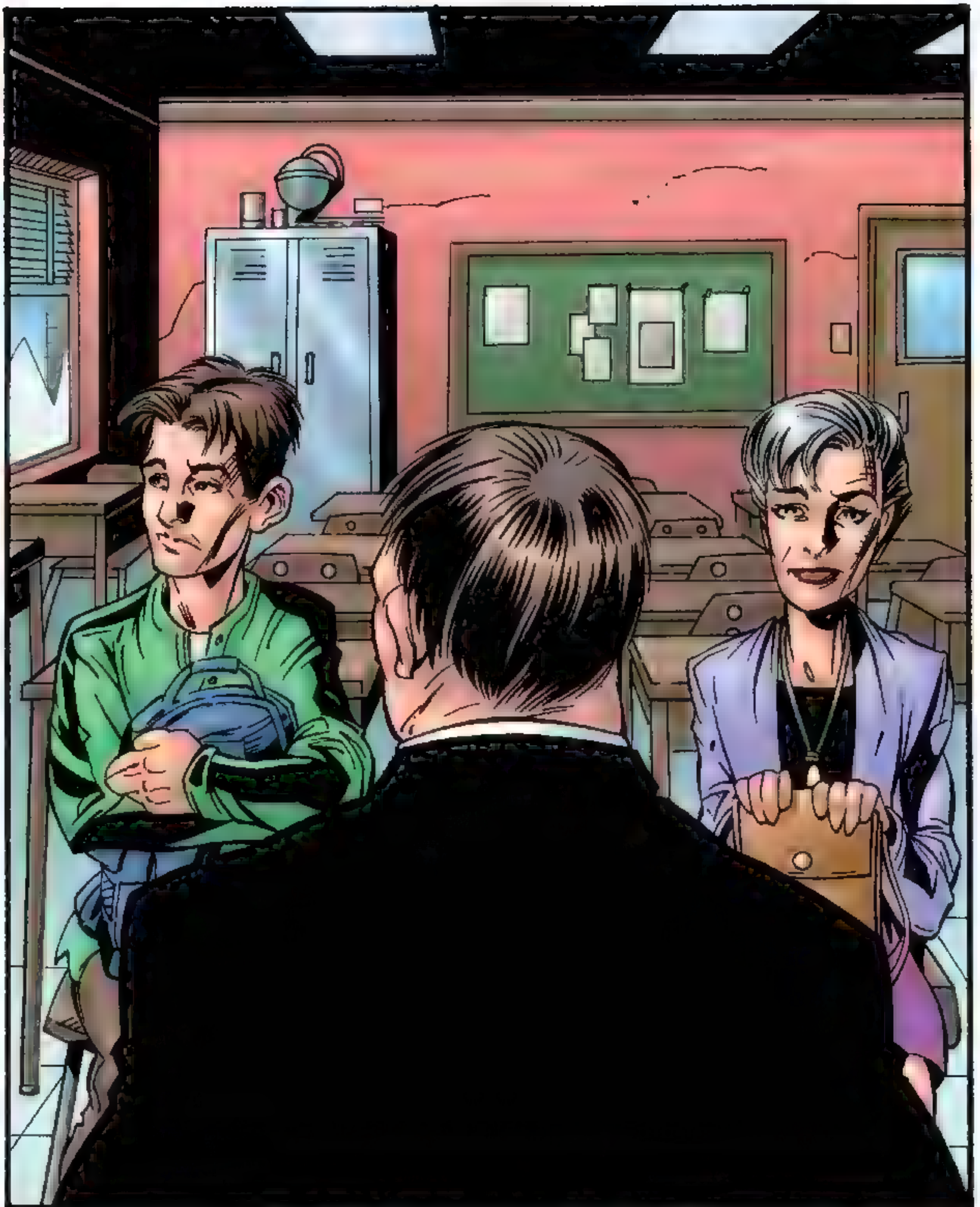


Don't get me wrong, Mrs. Parker, Peter is a teacher's dream student.

His natural cognitive abilities are matched perfectly by his creativity and his healthy attitude.

Not only towards learning but of the classroom environment.

The reason I called you down here, Mrs. Parker, is that, over the semester, I have noticed that Peter seems distracted...

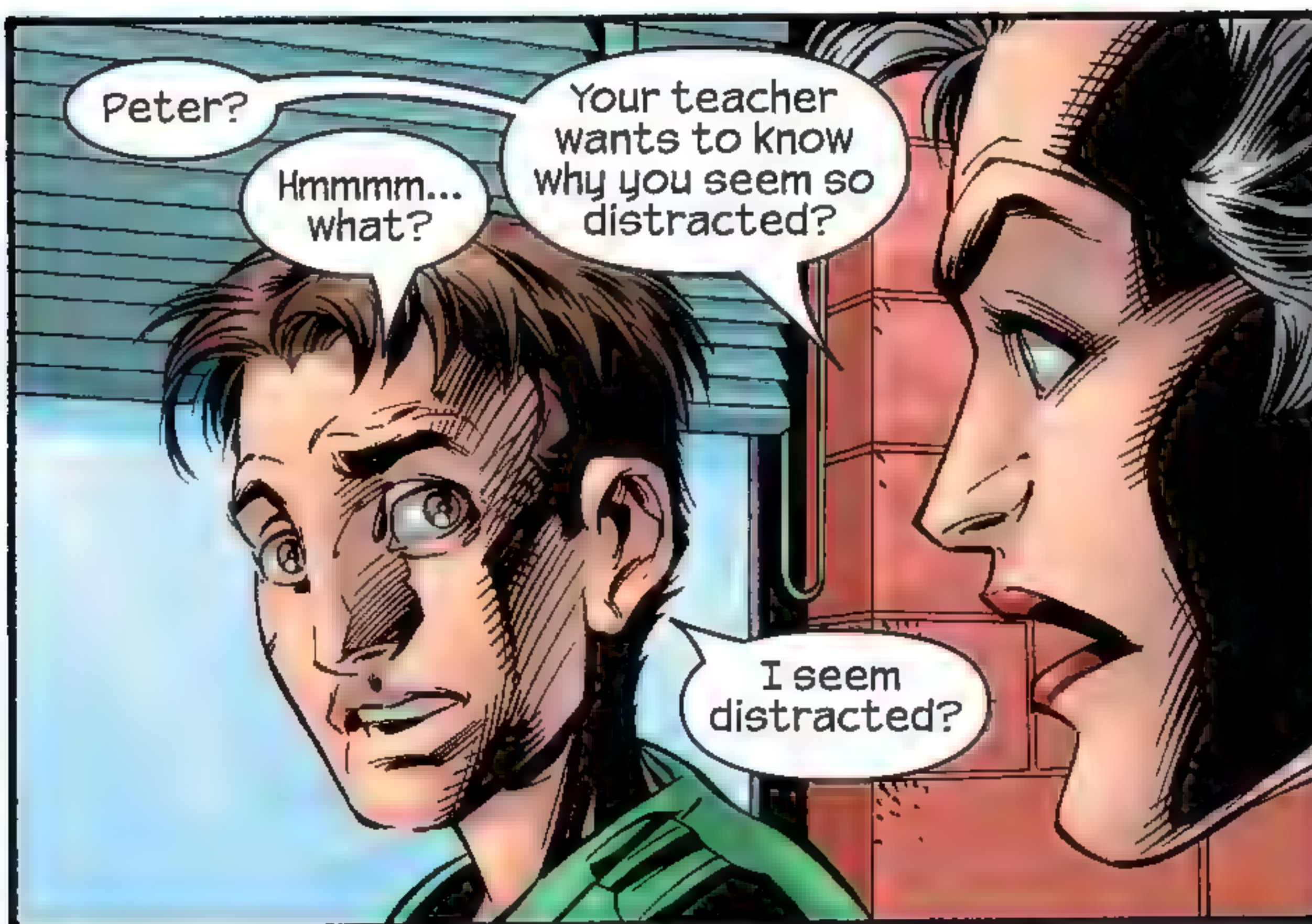


...rather... unfocused.

And though it hasn't affected his studies yet, I thought it was worth talking about before the damage is done.

Peter has the possibility of a free ticket to the college of his choice, and I'd hate to have this "sophomore slump" do anything to jeopardize that.

I thought maybe a dialogue would help figure out why Peter seems so...

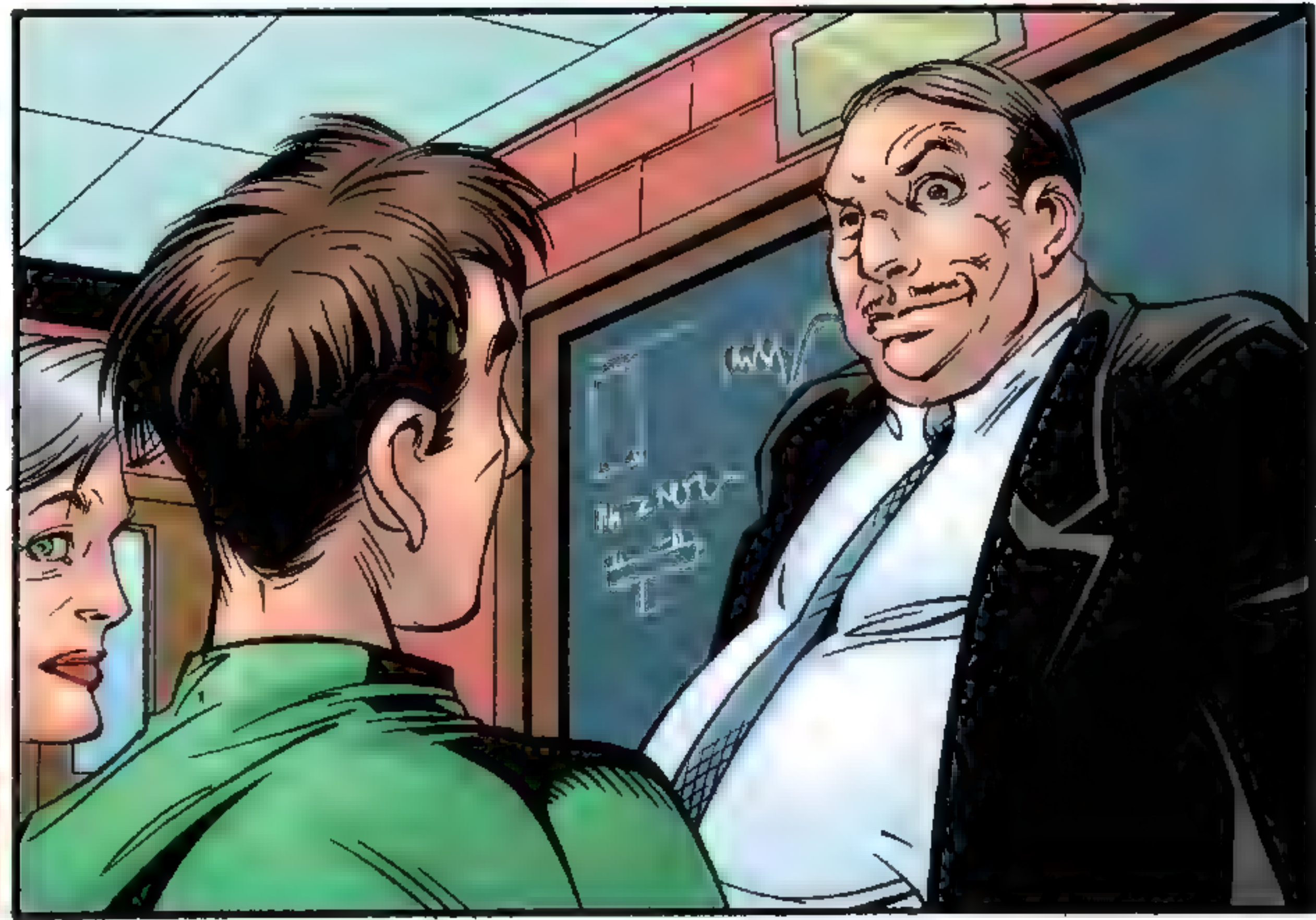


Peter?

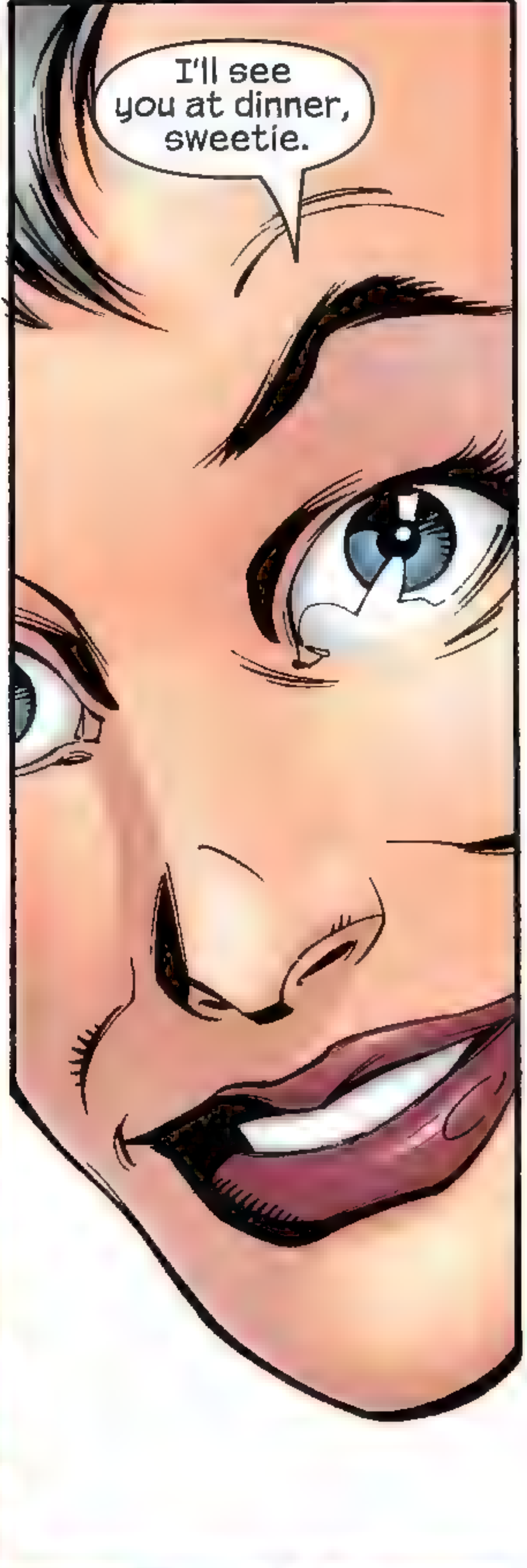
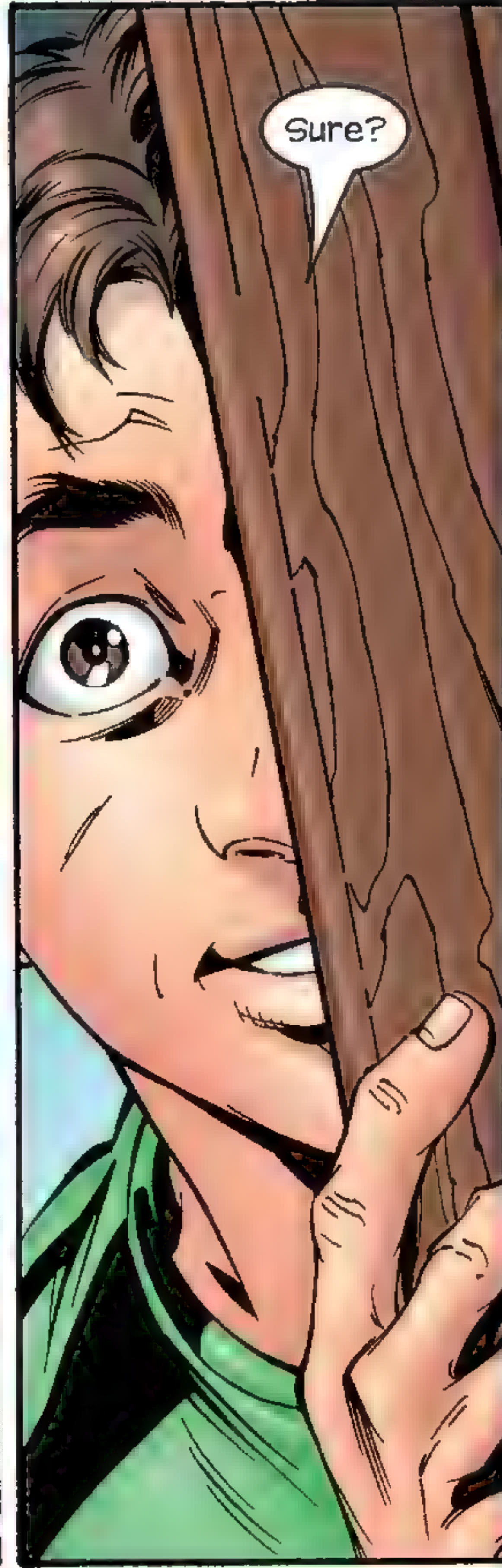
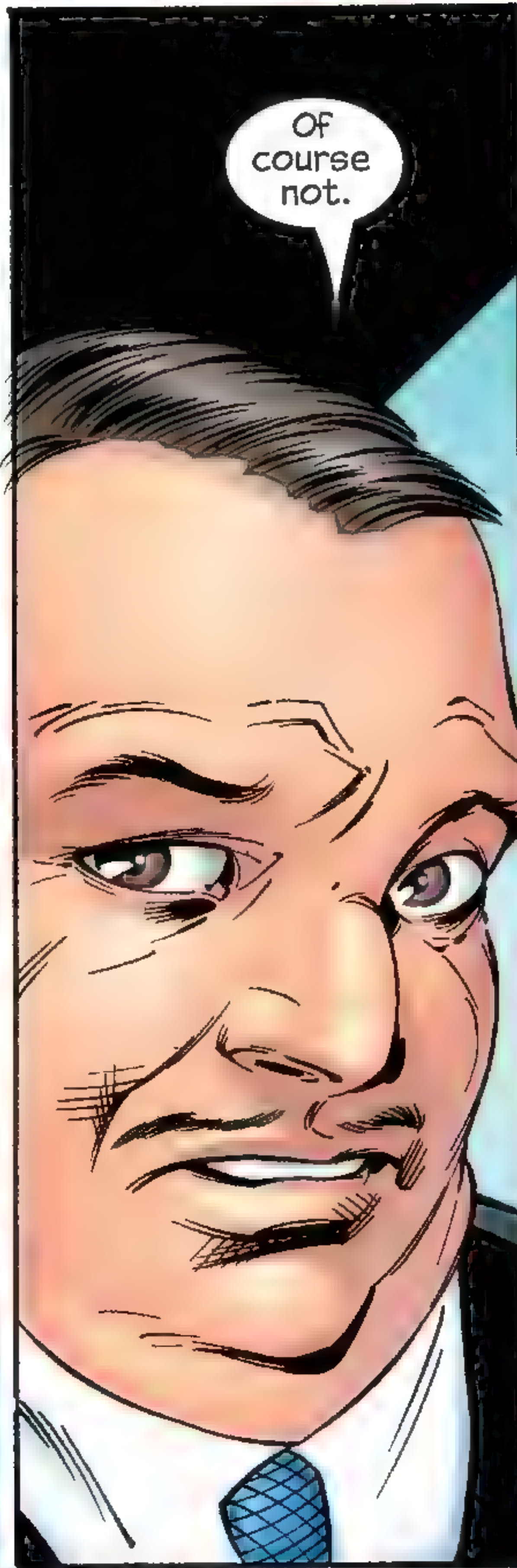
Hmmmm... what?

Your teacher wants to know why you seem so distracted?

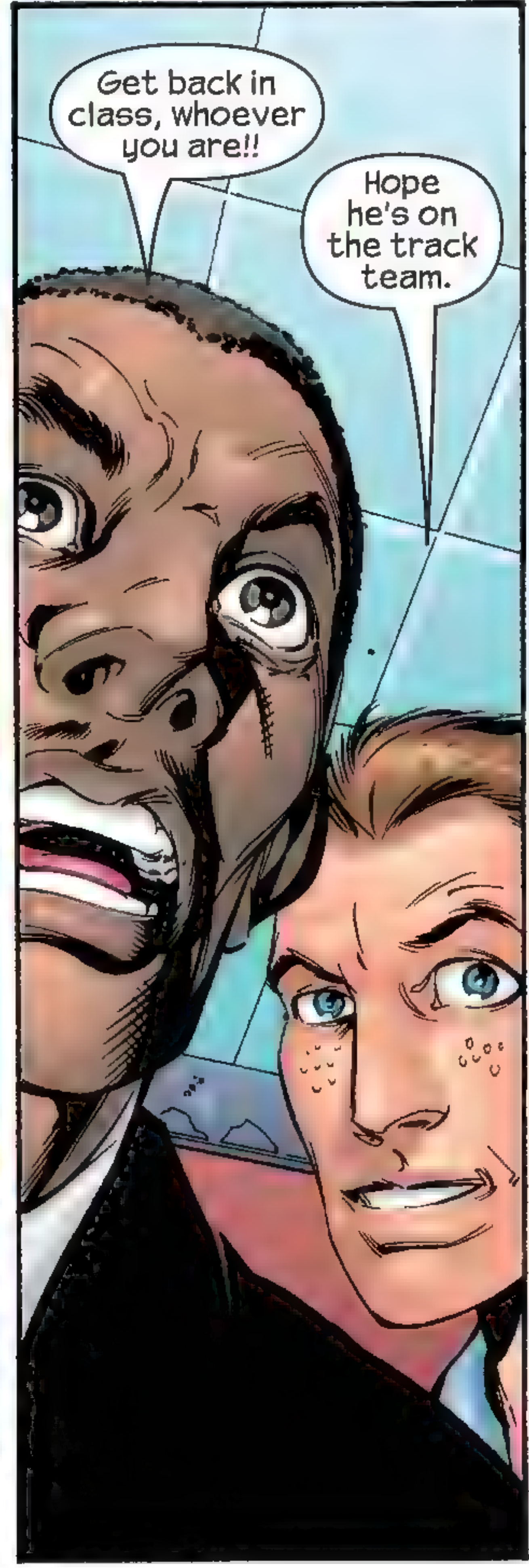
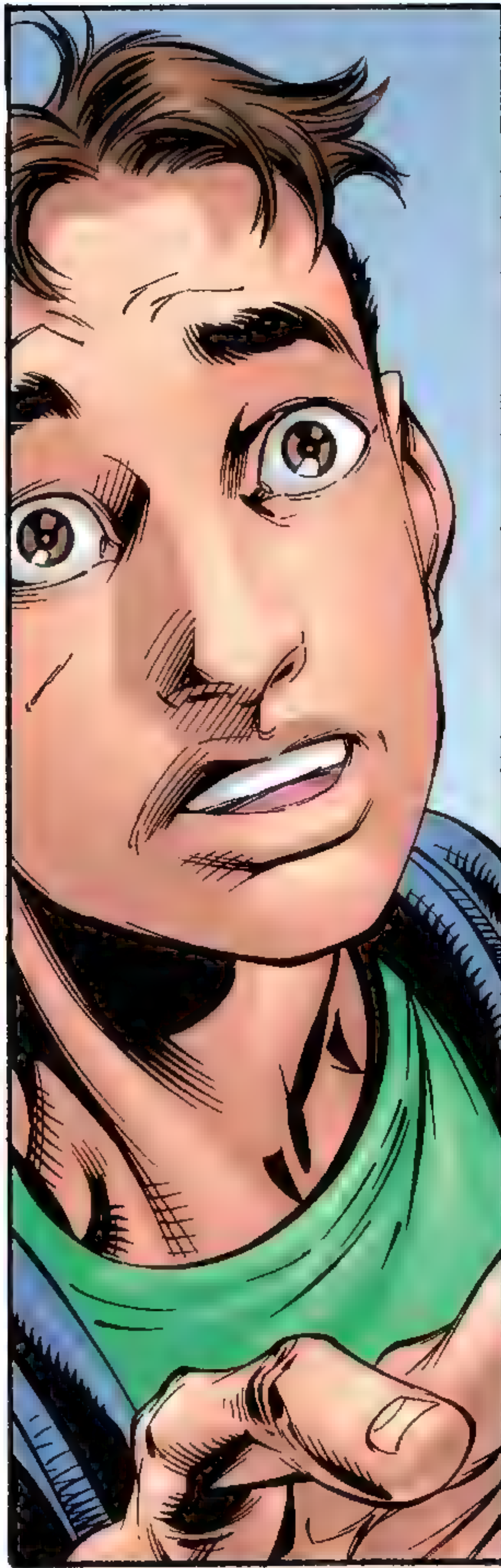
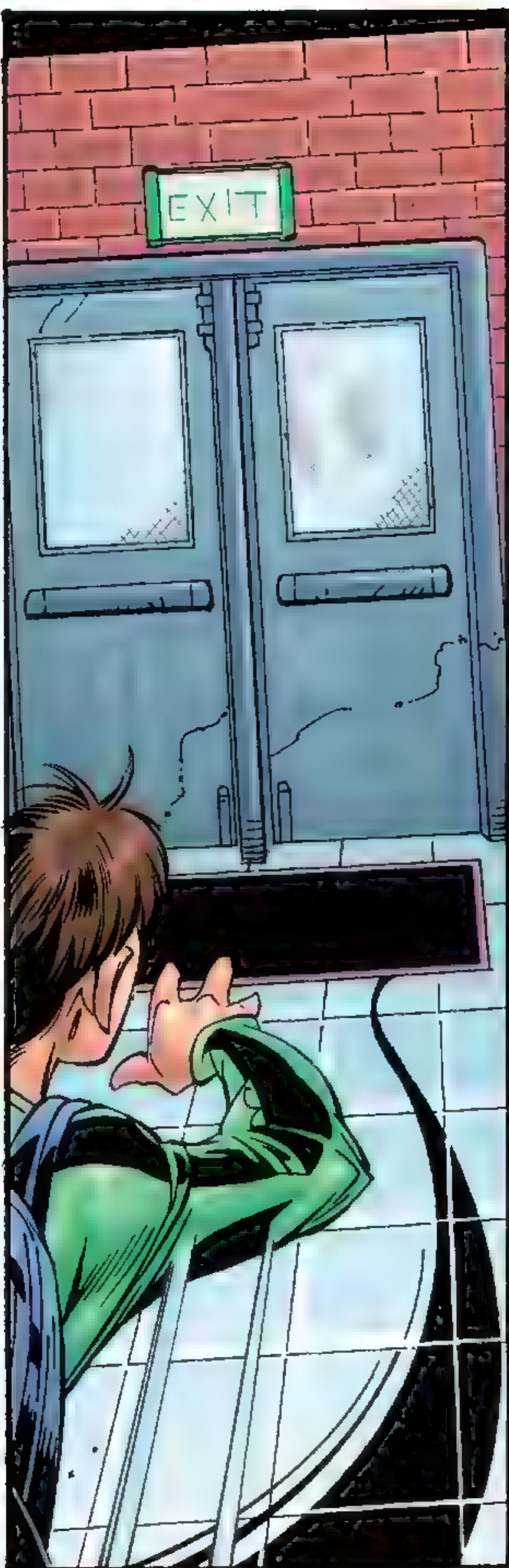
I seem distracted?



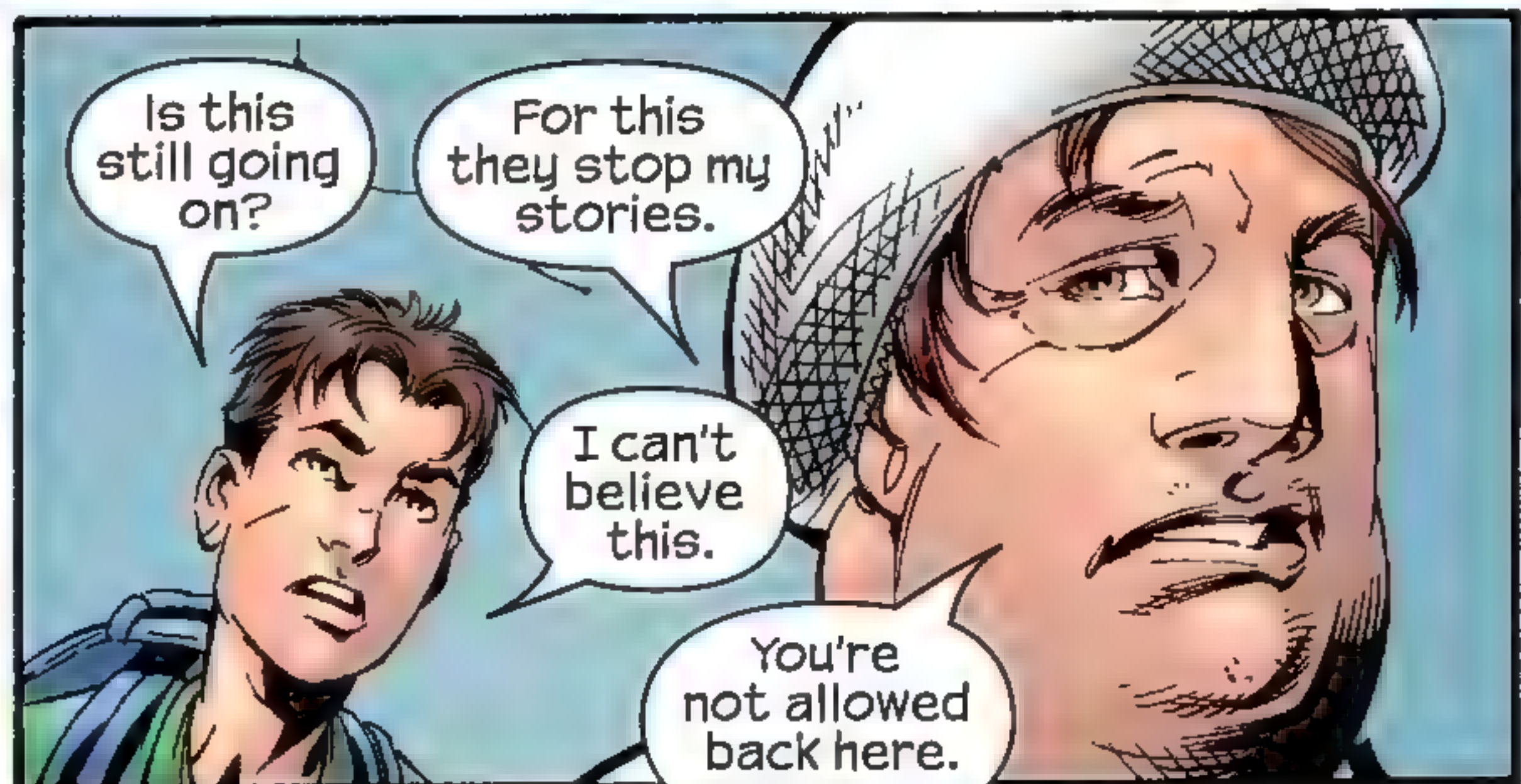
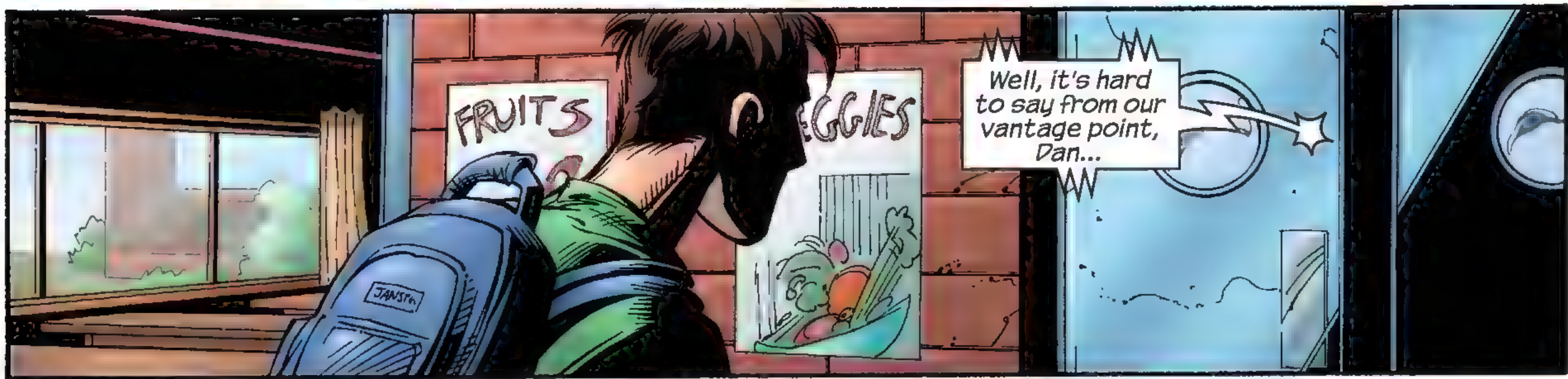
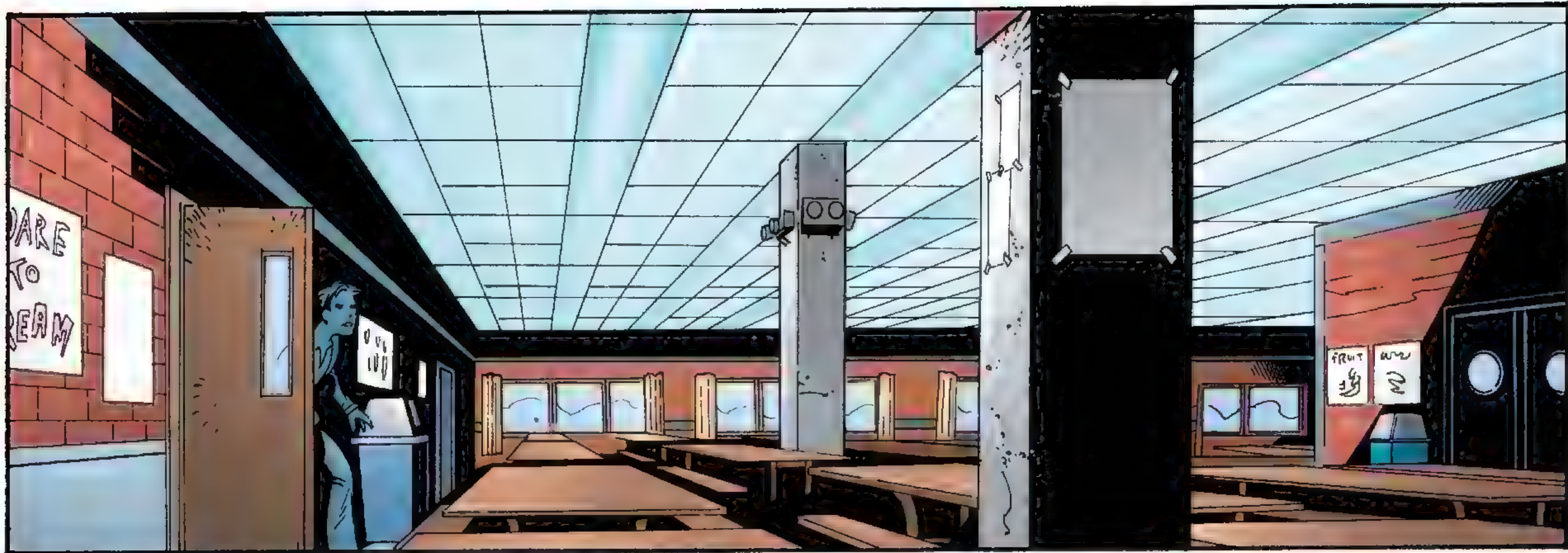




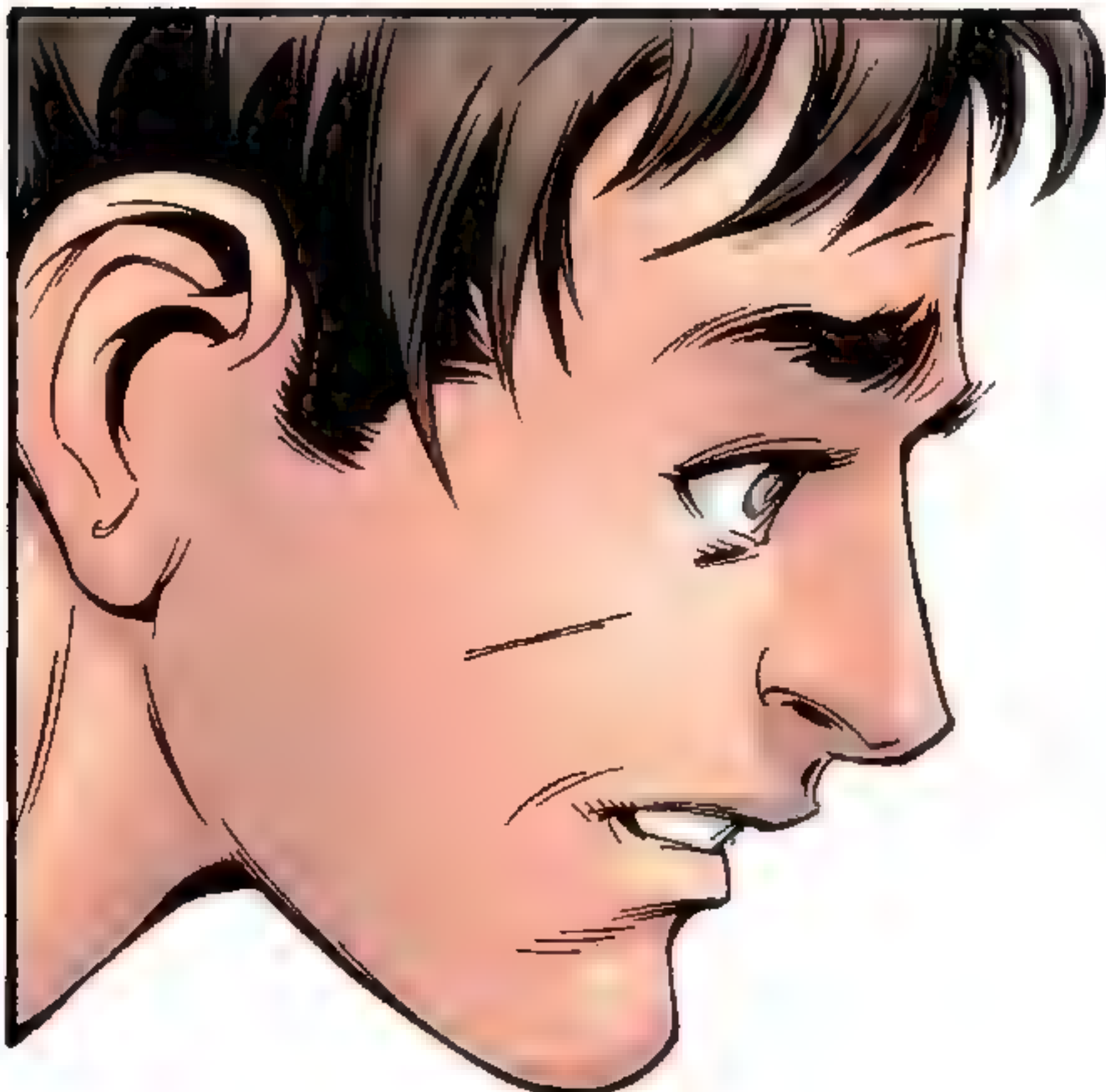
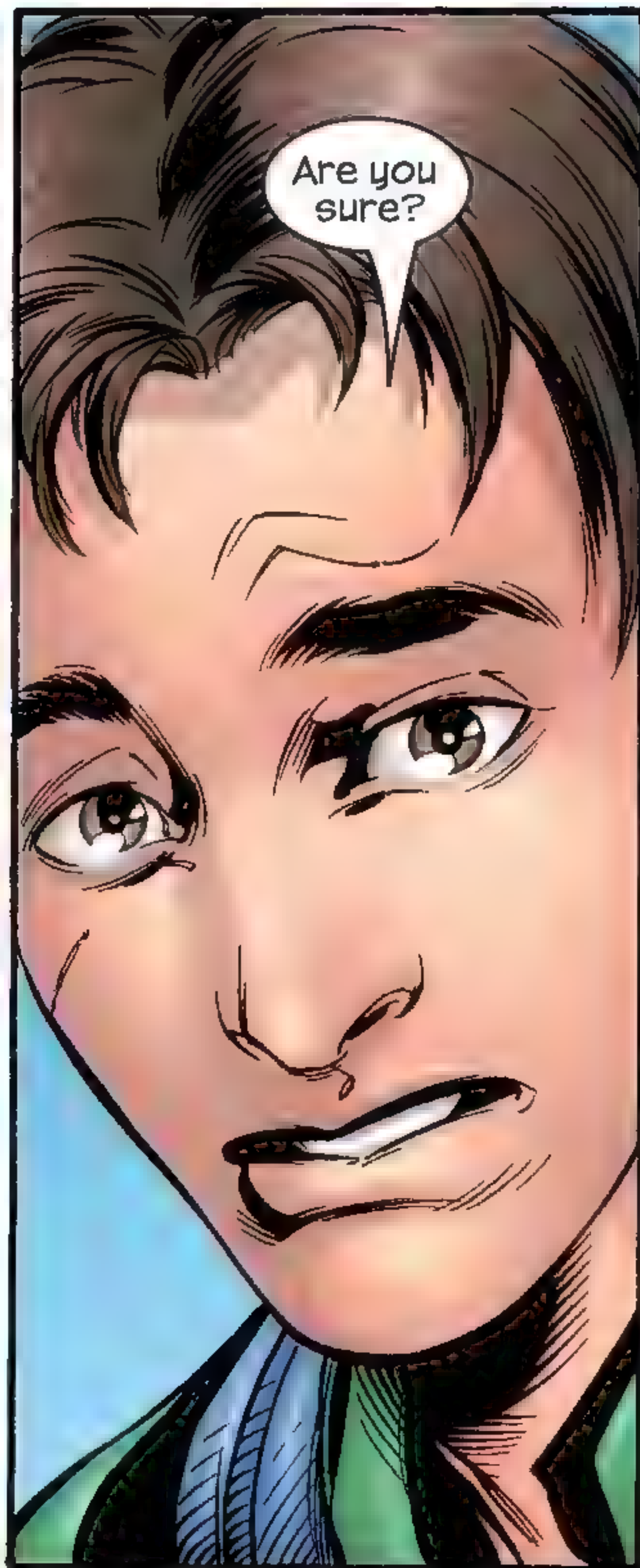
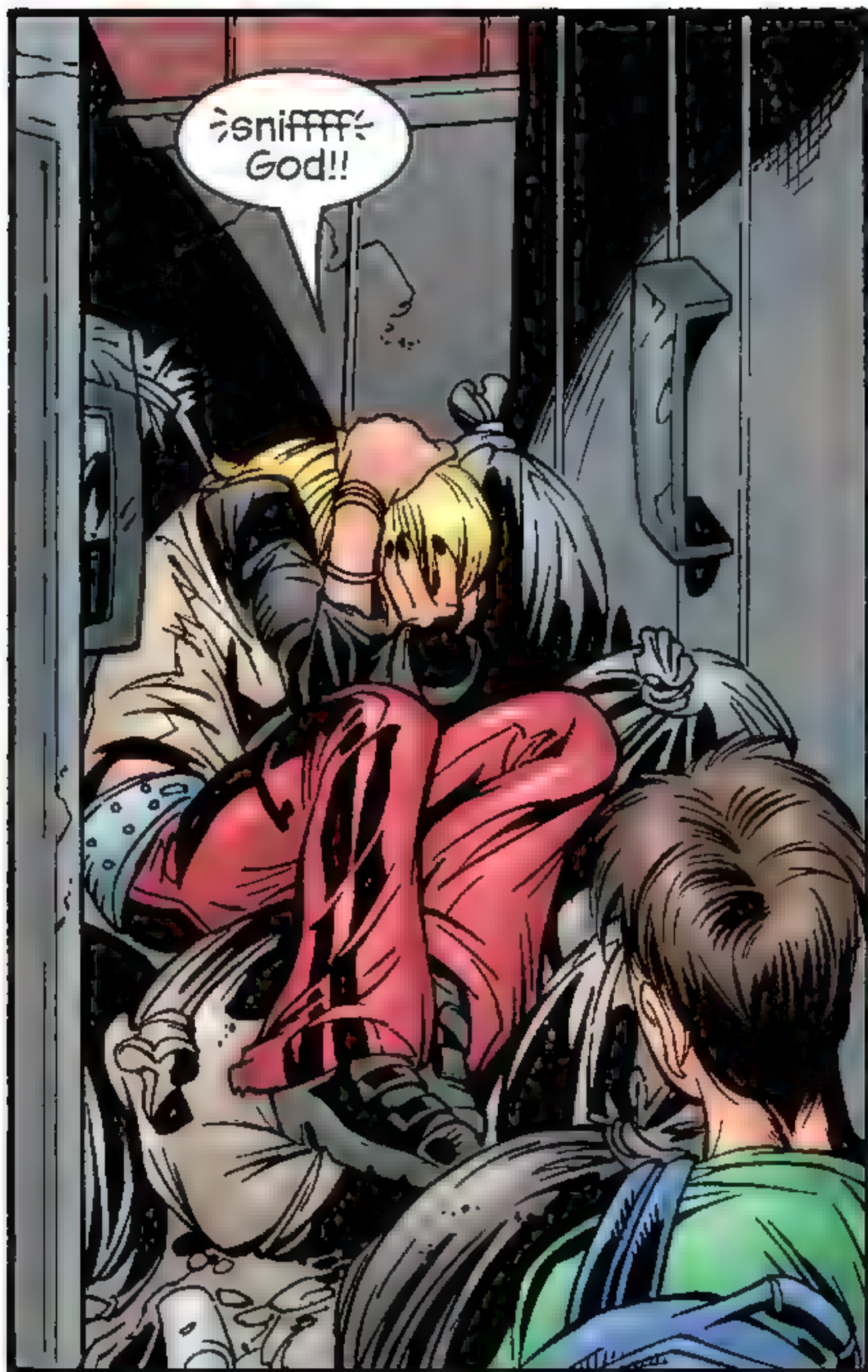
















O- okay, then.



Yeah, go ahead!! Everybody else leaves me-- you go too. Go right ahead.

Ooooh God!!



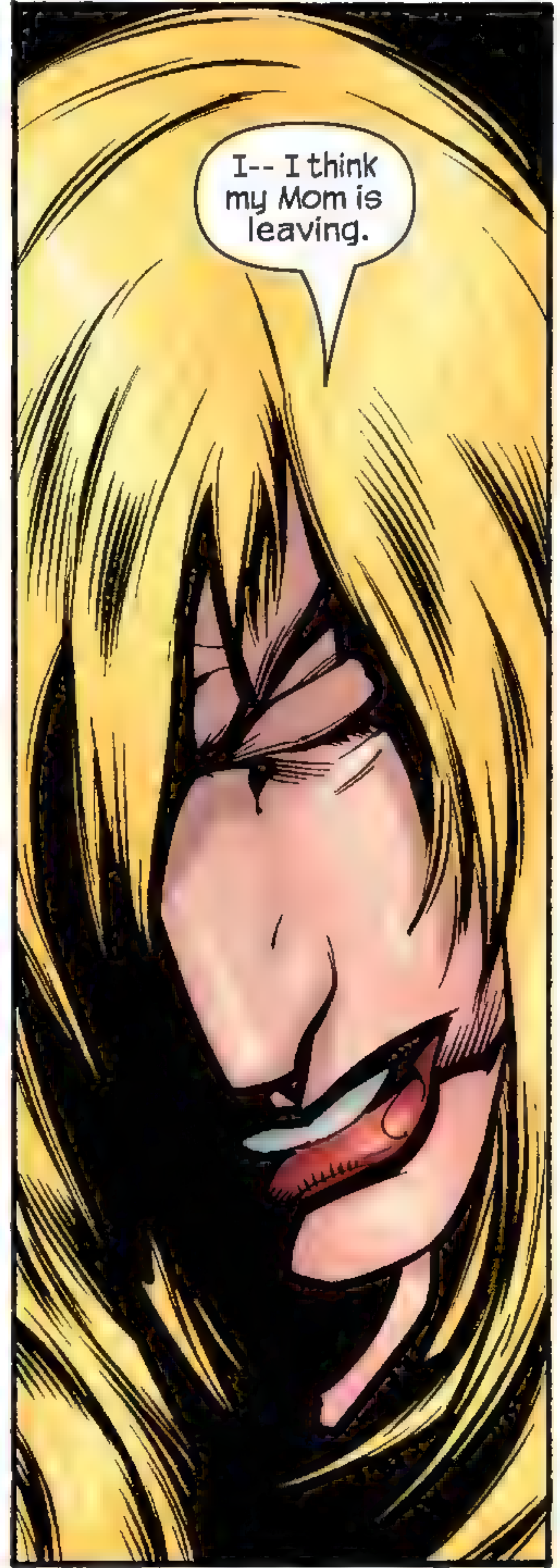
Aagghh  
huhuhuhu  
nnggggkk!!!



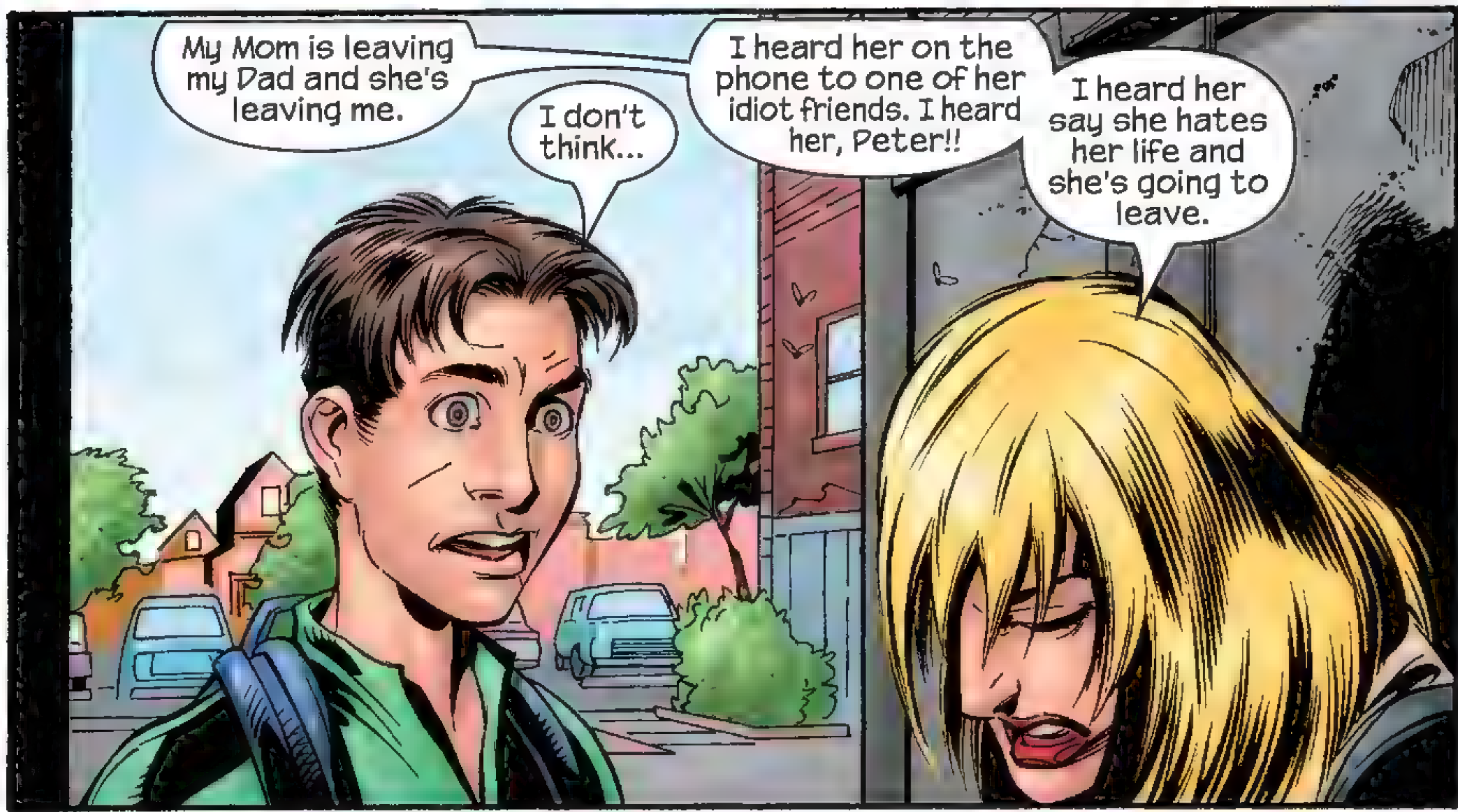
Gwen...

...hey hey hey...

...what's-- what's going on?



I-- I think my Mom is leaving.



My Mom is leaving my Dad and she's leaving me.

I don't think...

I heard her on the phone to one of her idiot friends. I heard her, Peter!!

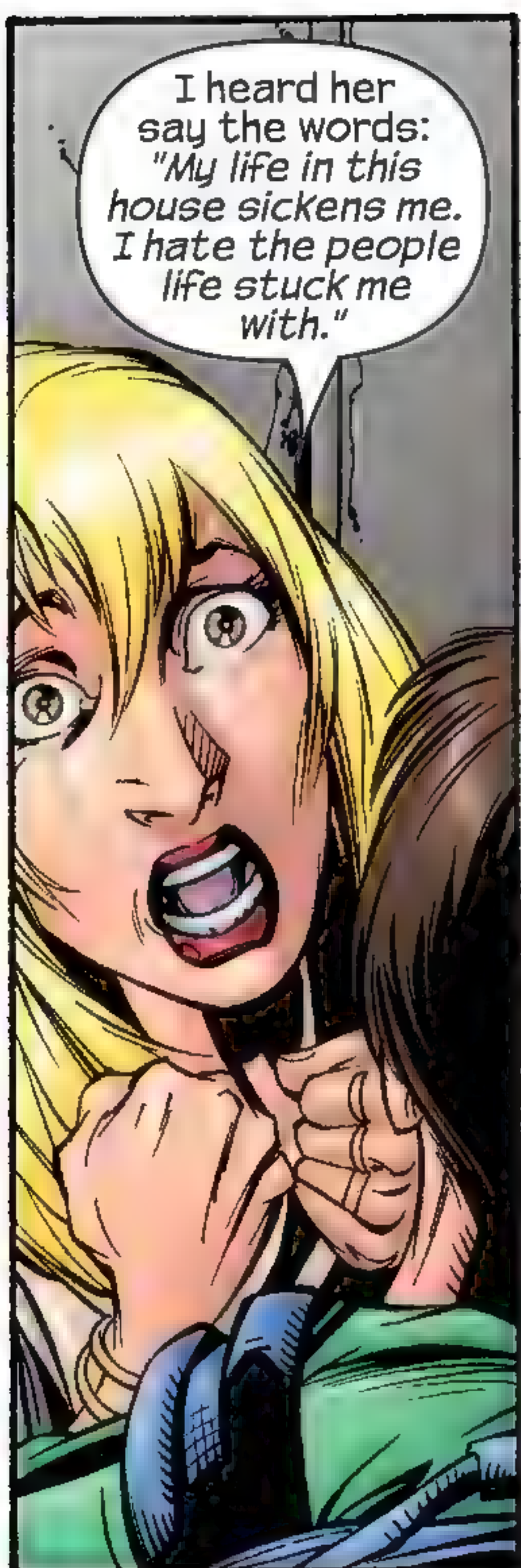
I heard her say she hates her life and she's going to leave.



Maybe-- I don't know-- uh-- maybe she was just venting.

You know-- blowing off steam.

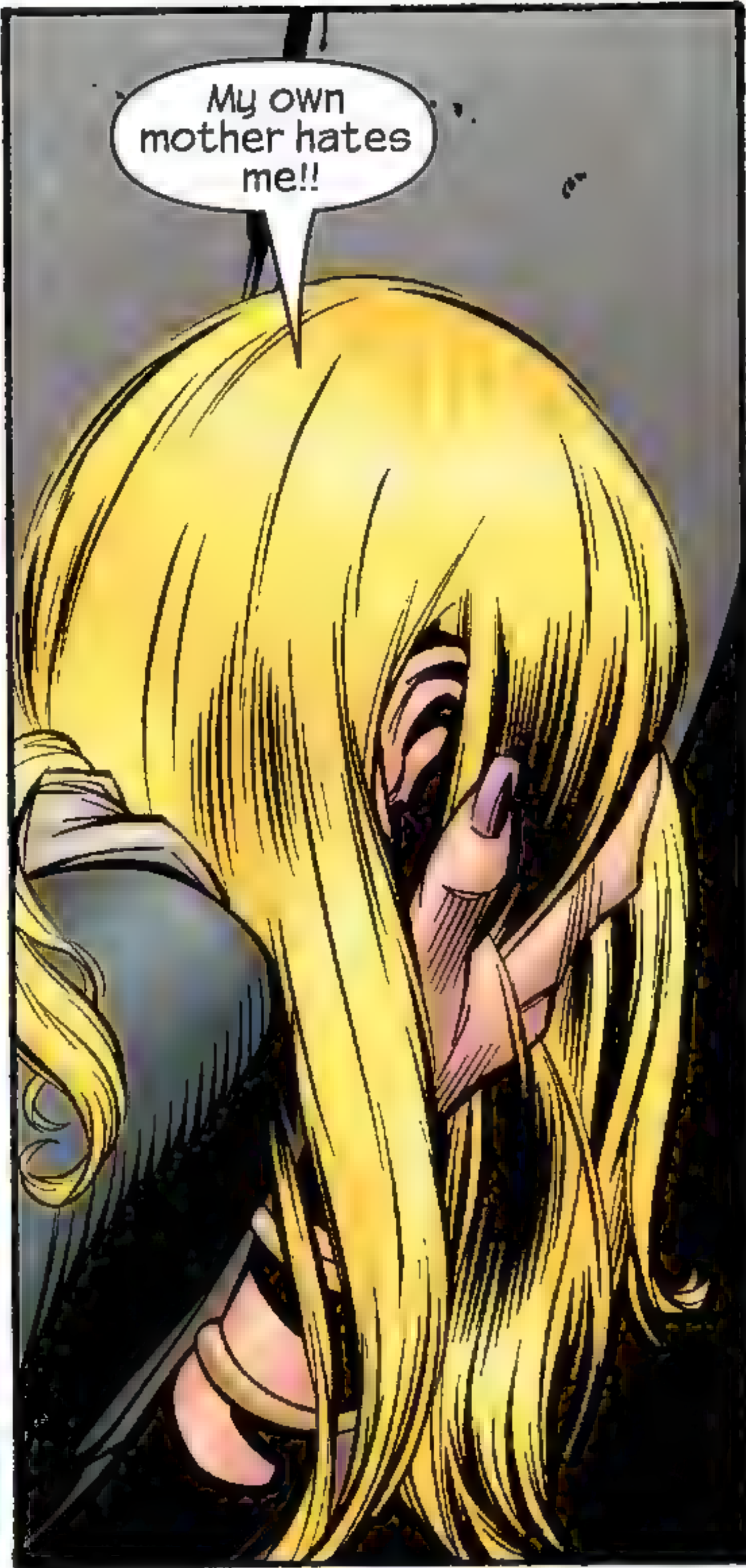




I heard her say the words:  
"My life in this house sickens me. I hate the people life stuck me with."



Oh.



My own mother hates me!!



Come on, Gwen. Let's-- let's get up out of the smelly garbage.

No, I'm fine right here.

Please, Gwen. Let's just--

I'm fine right here!

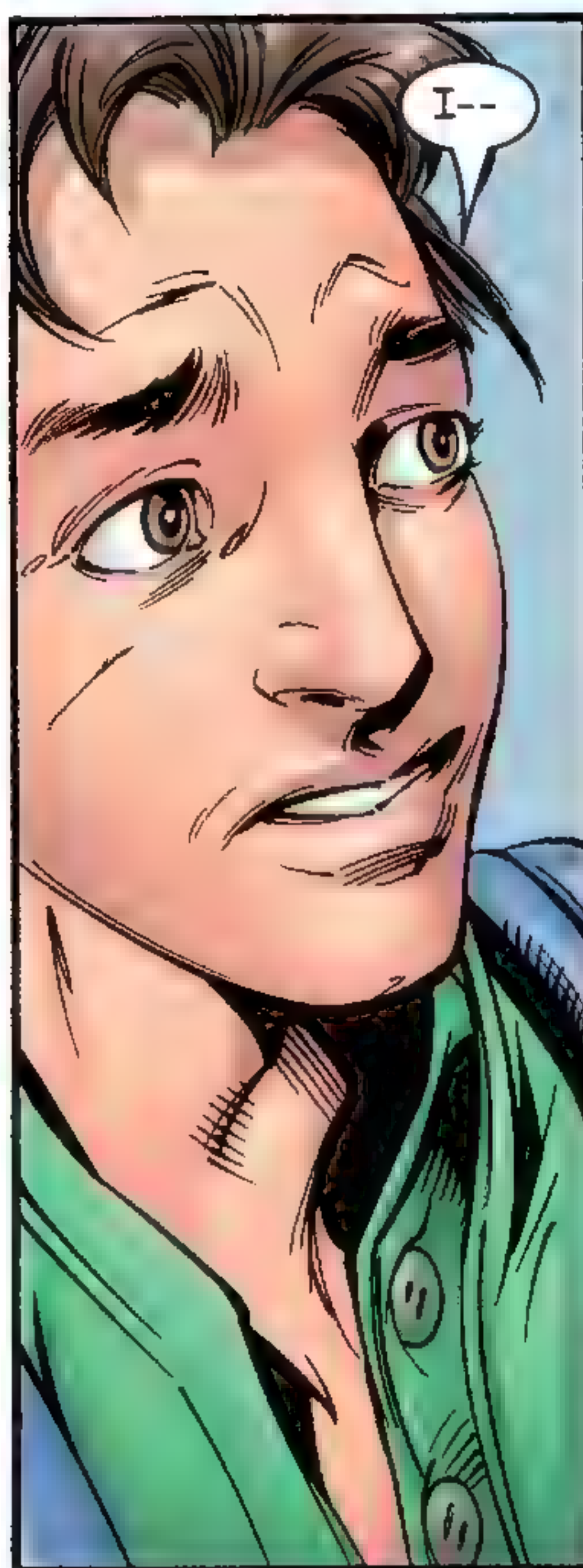


Gwen, I-- I want to talk with you-- but I-- ugh-- I have to go.

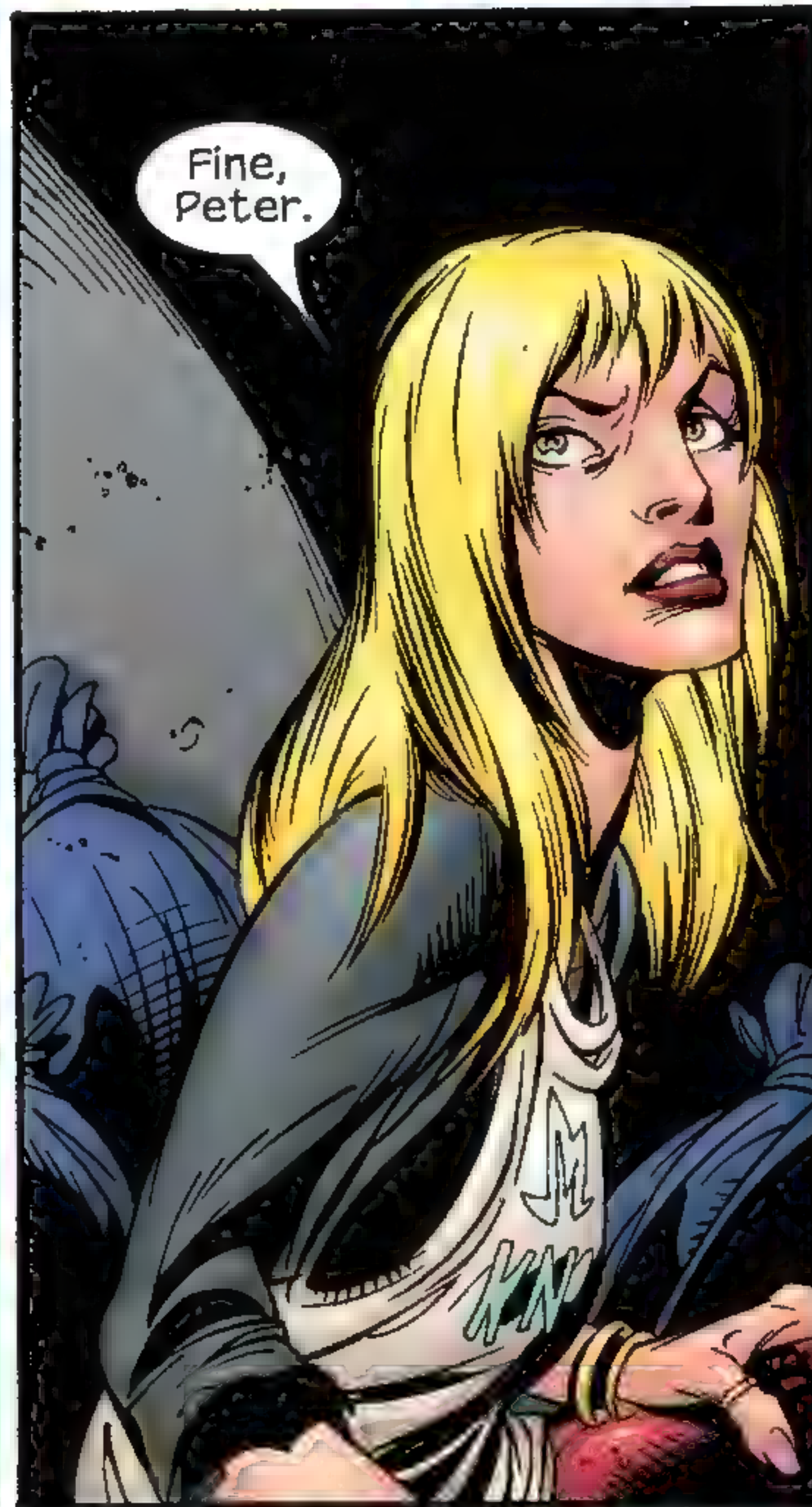
I have to do something... really important.



Fine.



I--



Fine, Peter.



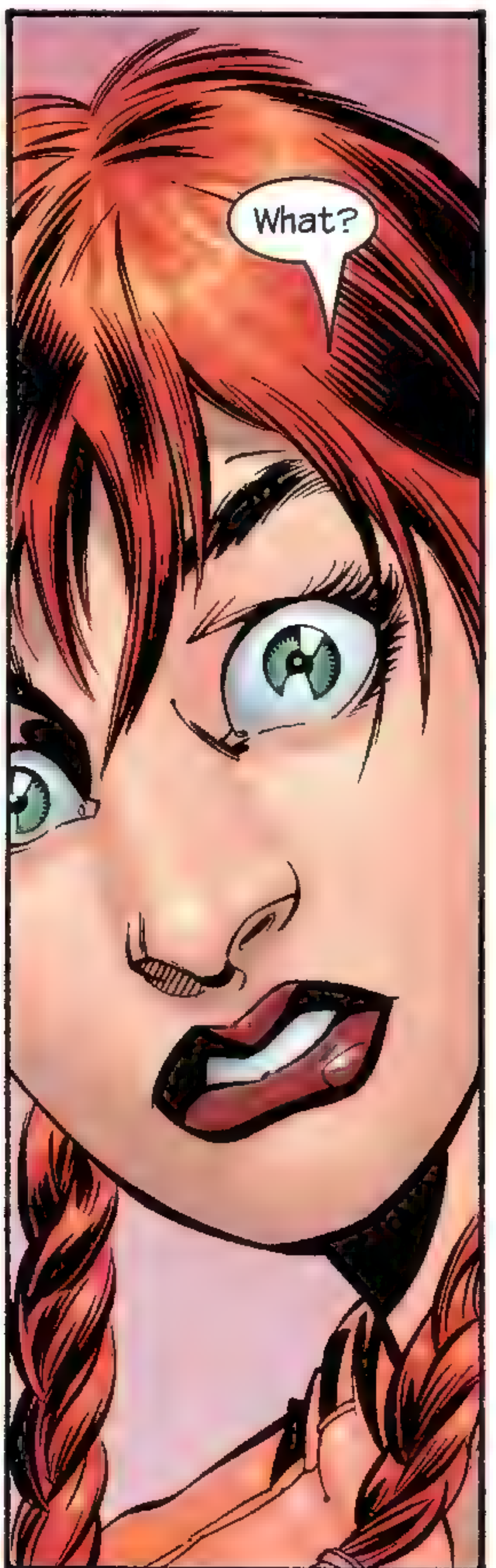
It's just that-- hey! Let's hang out after school. You want to? Just talk and--

Just go-- it's okay.

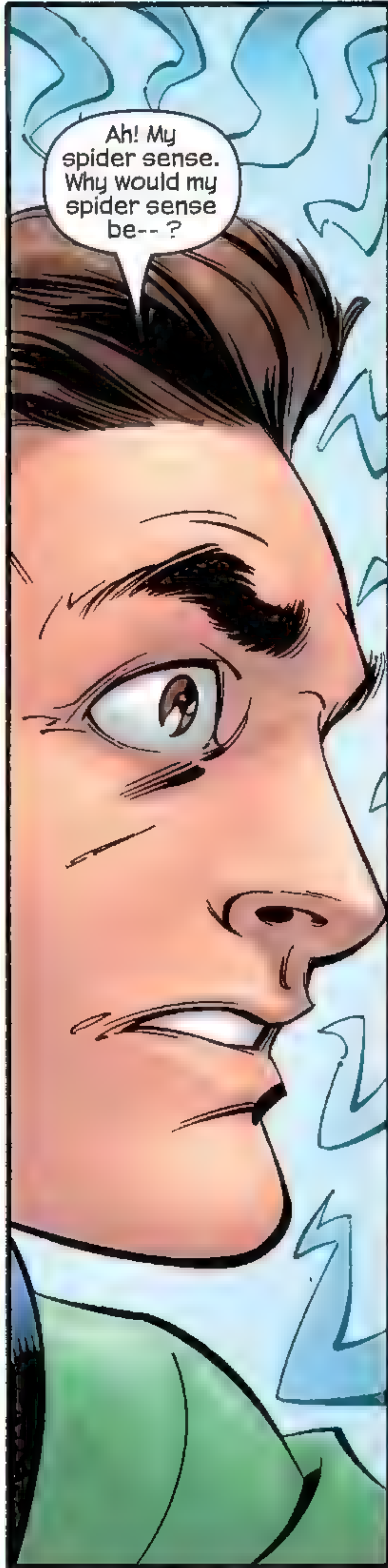
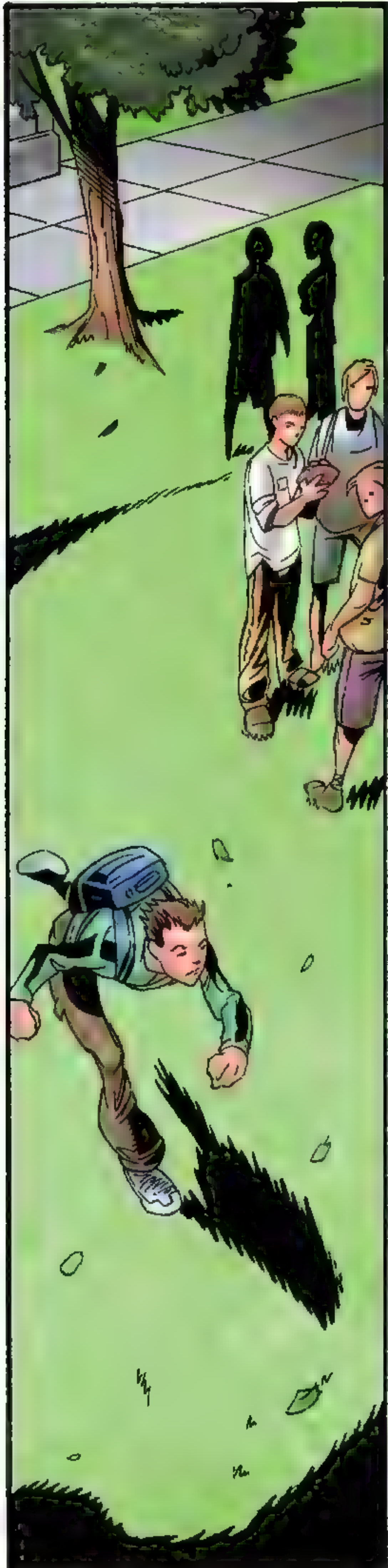
I'll find you after school.

I promise.





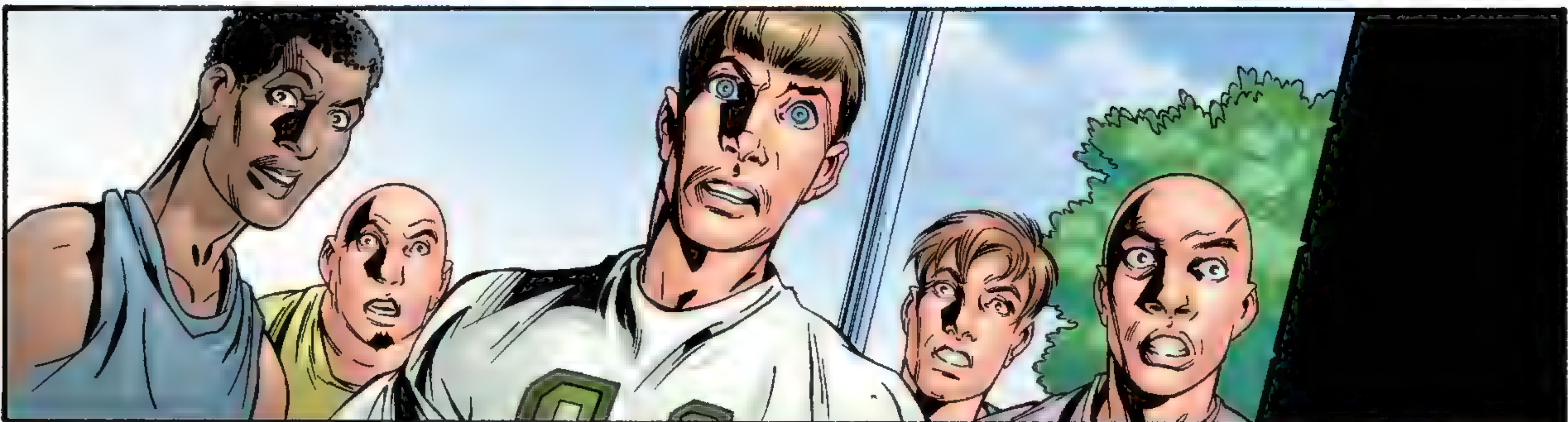




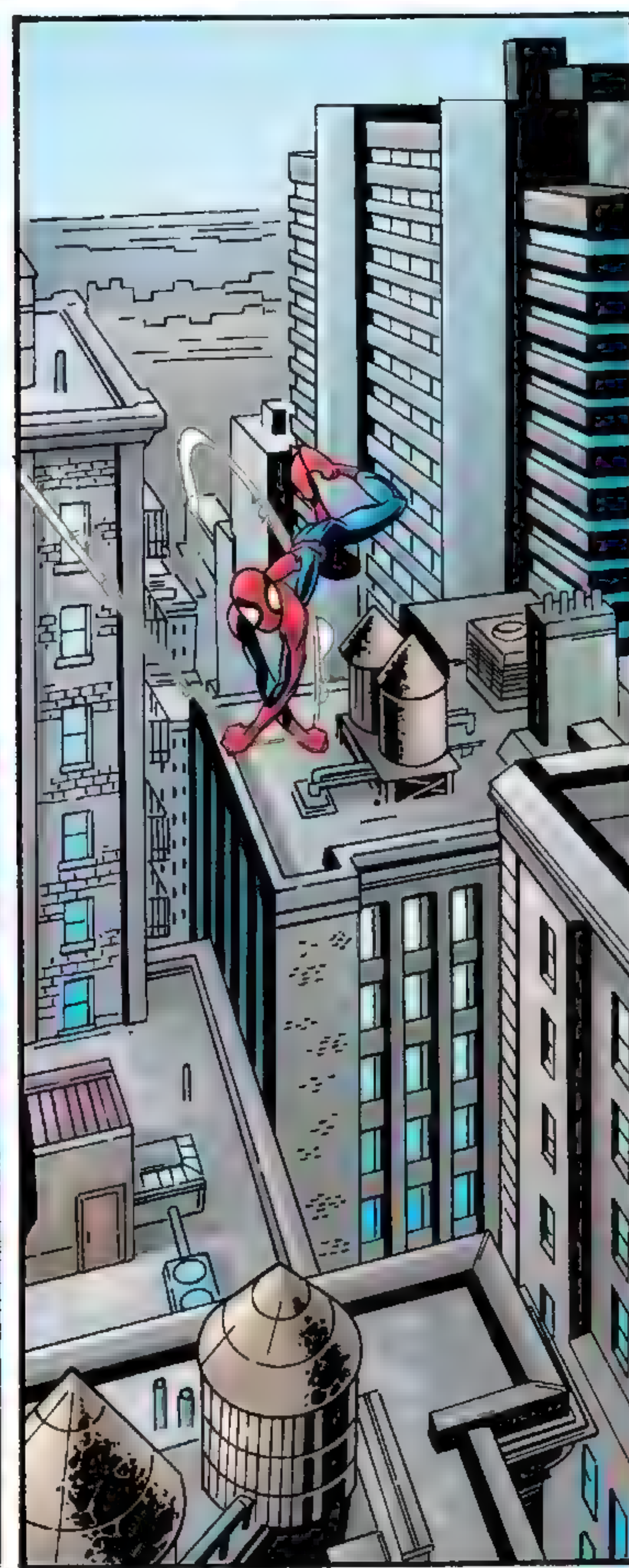














As you can hear, the reaction on the street is jubilation. Jubilation and gratitude for a selfless hero.

The invincible Iron Man has easily bested this mysterious monstrosity that inflicted himself on our city.

We're going to see if we can get a statement from our golden knight in shining armor.

And what are you doing?

Uh--

Where were you ten minutes ago?!

I-I-I--

I-I-I--

At least I tried.

End  
Next:  
**IMPOSTOR**





**ULTIMATE**

**SPIDER-MAN®**

ISSUE

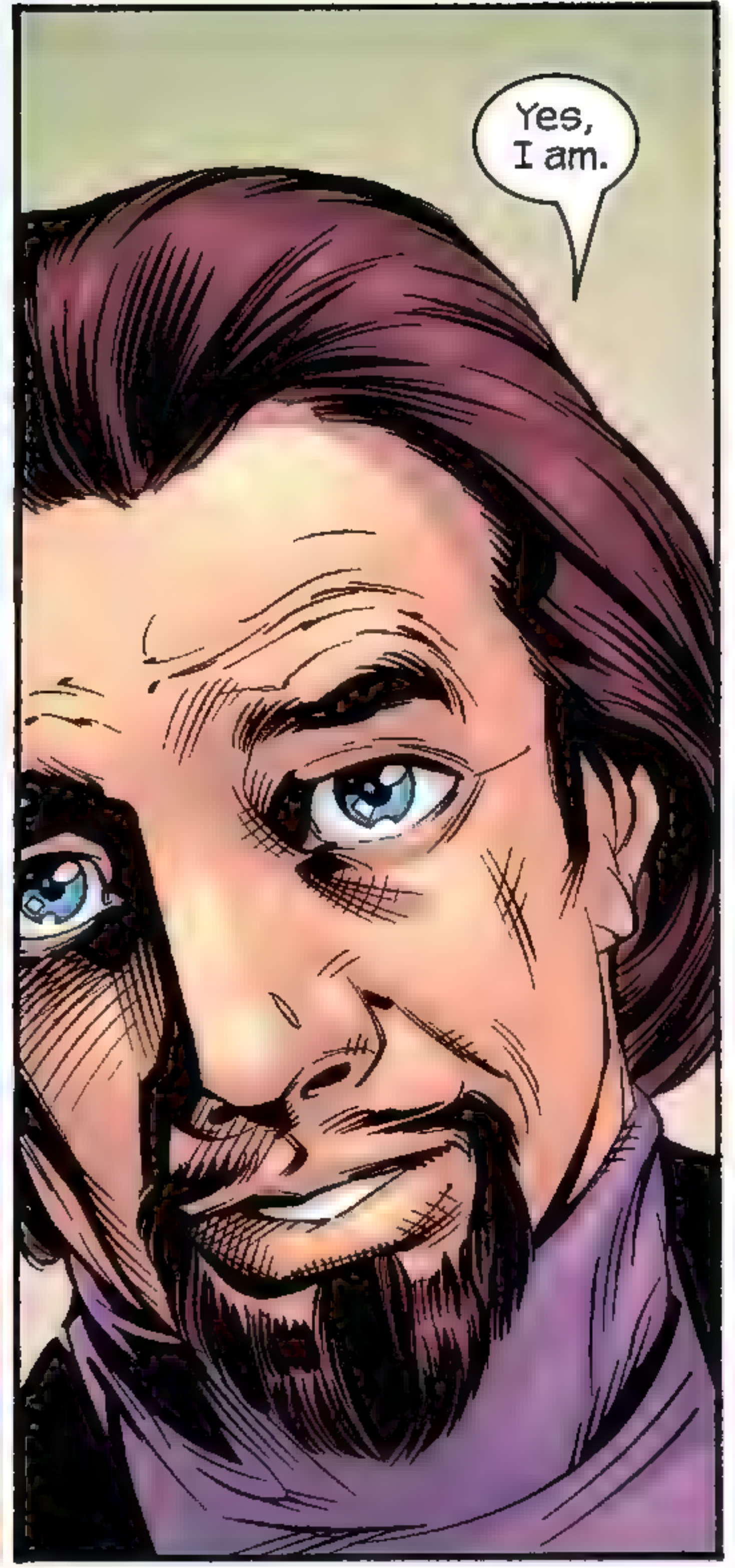
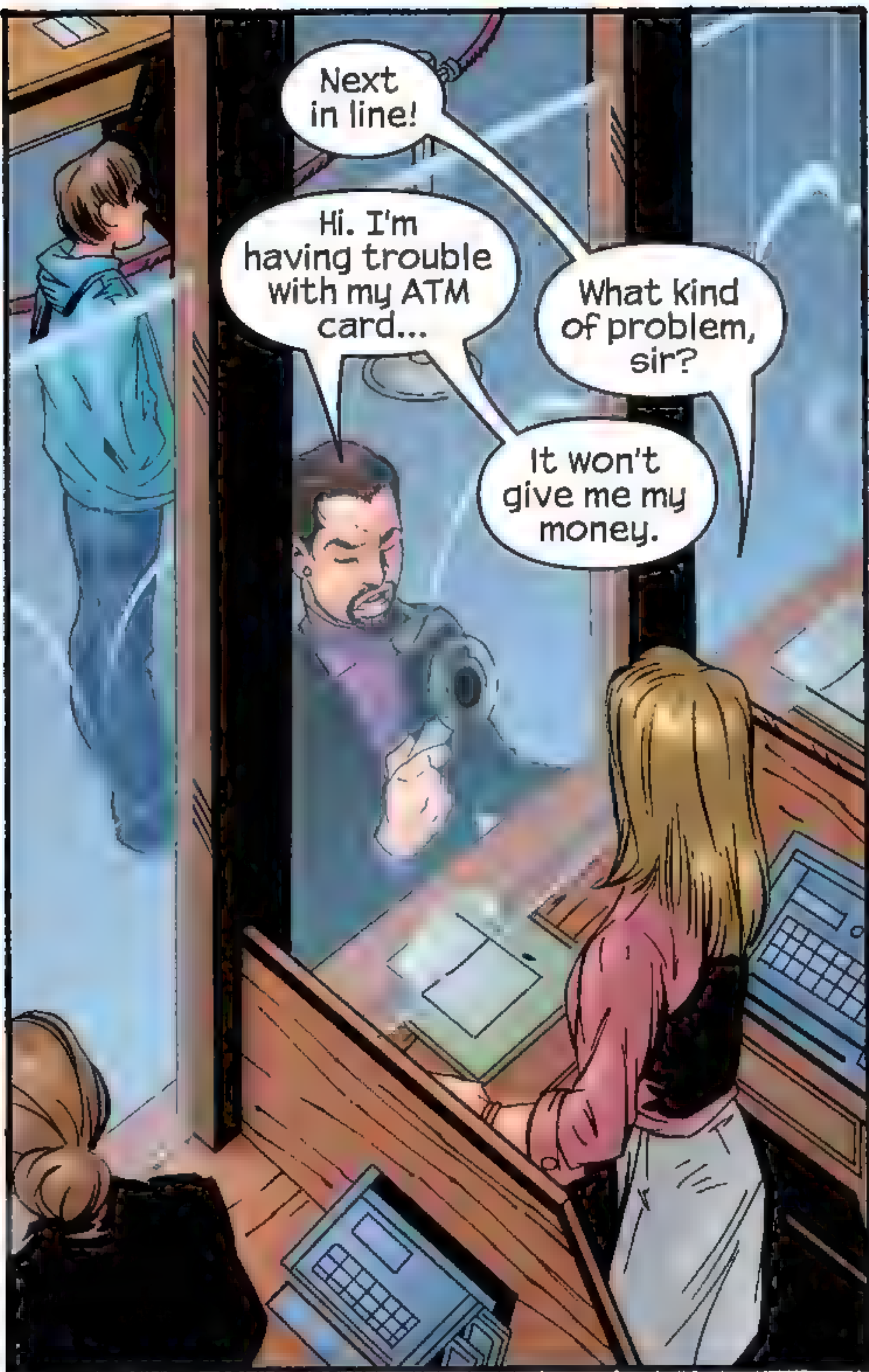
**29**

**STOLEN IDENTITY**


**BENDIS  
BAGLEY  
THIBERT**

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A full-page comic book illustration. Spider-Man, in his iconic red and blue suit, stands on a rooftop or balcony. He is looking down at a man who is leaning over a railing, looking down at a city street. The man is wearing a light blue shirt and dark pants. Spider-Man's right hand is on the man's shoulder. In the background, there are city buildings and a street with people walking. Two speech bubbles are present: one from Spider-Man and one from the man.

You hear  
me?! This is a  
*robbery!!*

You want to  
get out of here  
in one piece...  
you'll do what  
I say!!





Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.



S t a n l e e p r e s e n t s :

# ULTIMATE SPIDER-MAN

Brian Michael Bendis **story**

**pencils** Mark Bagley

Art Thibert **inks**

Transparency Digital  
**colors**

Chris Eliopoulos  
**letters**

C.B. Cebulski  
**associate editor**

Brian Smith  
**associate editor**

Ralph Macchio  
**editor**

Joe Quesada  
**editor in chief**

Bill Jemas  
**president & inspiration**





Now I want everyone--  
**EVERYONE!!**-- to  
lie down on their  
bellies with their  
hands behind  
their heads!



Who  
is the bank  
manager?

Me.

I- I am.



HEY!  
What did  
I say?

I said: Down  
on the ground  
with your hands  
over your  
##\$@##\$##ing  
heads!!!



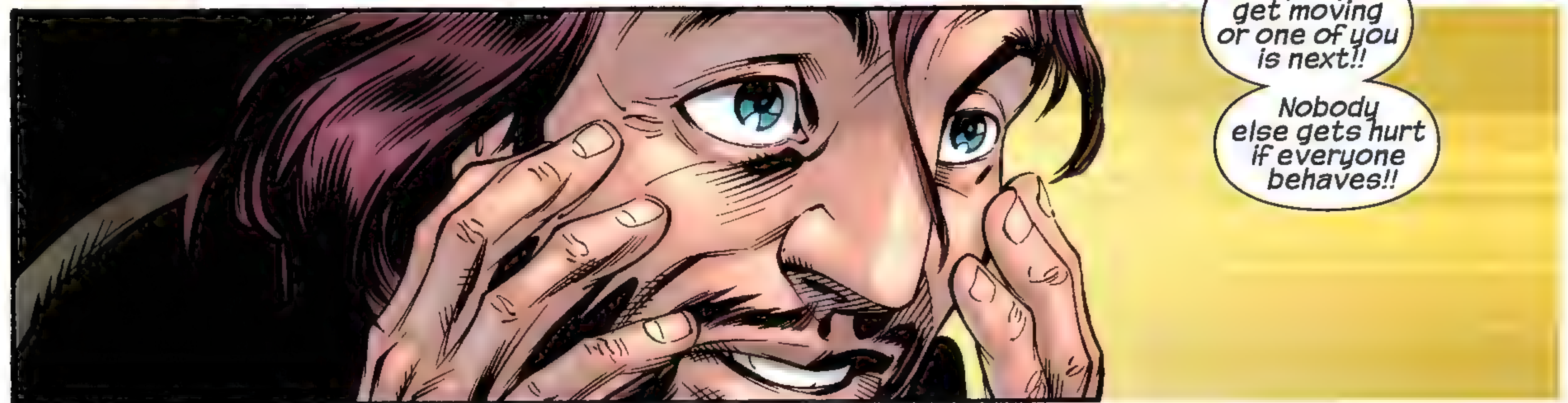
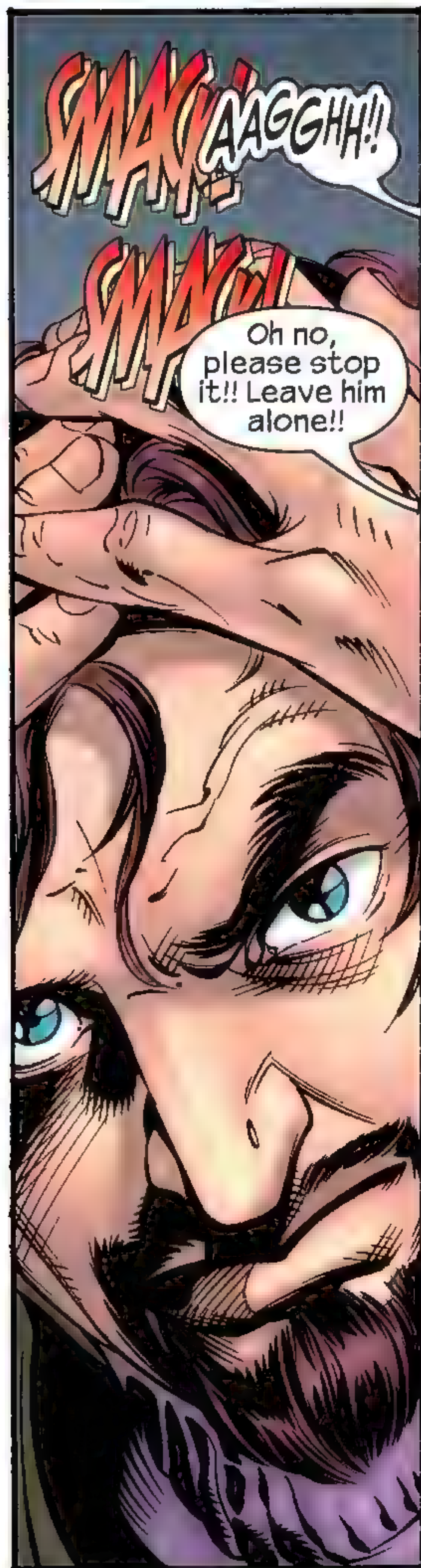
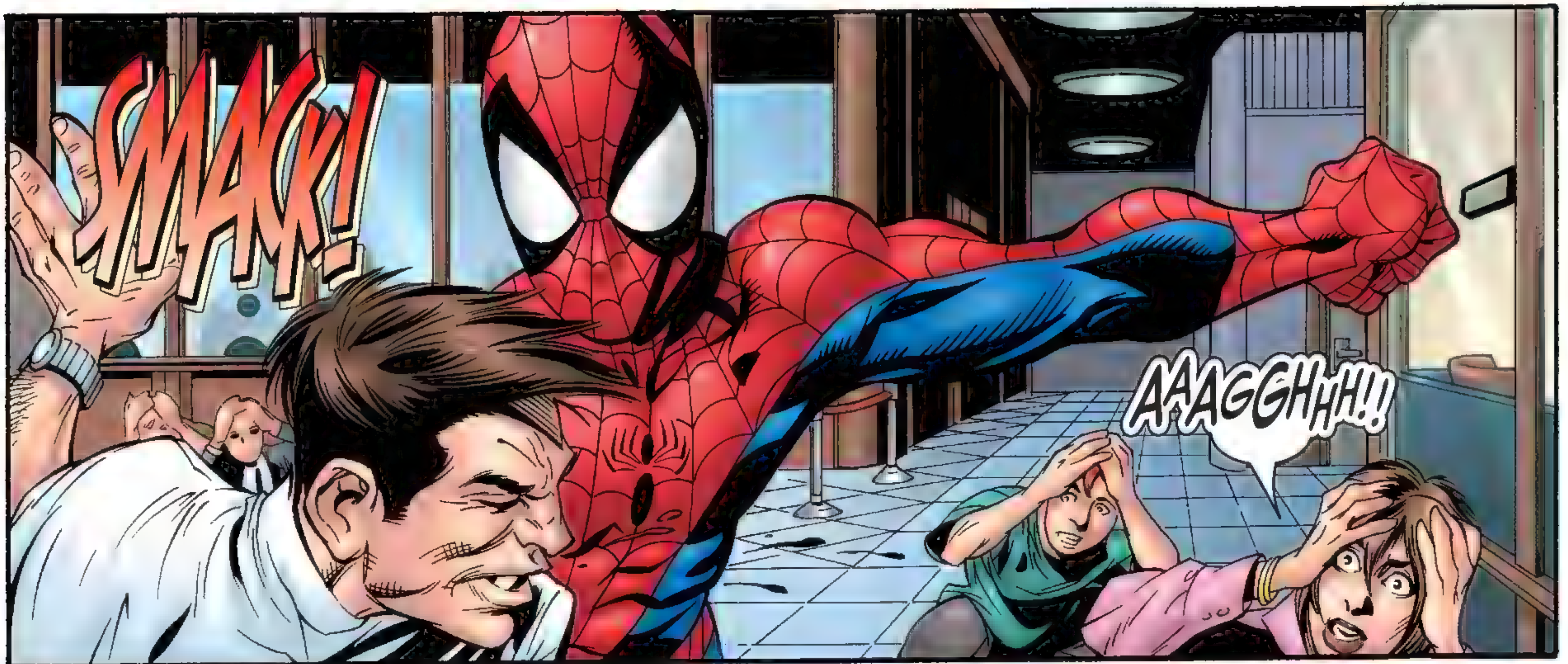
What's your  
name, bank  
manager?

D- David  
Rosenberg.

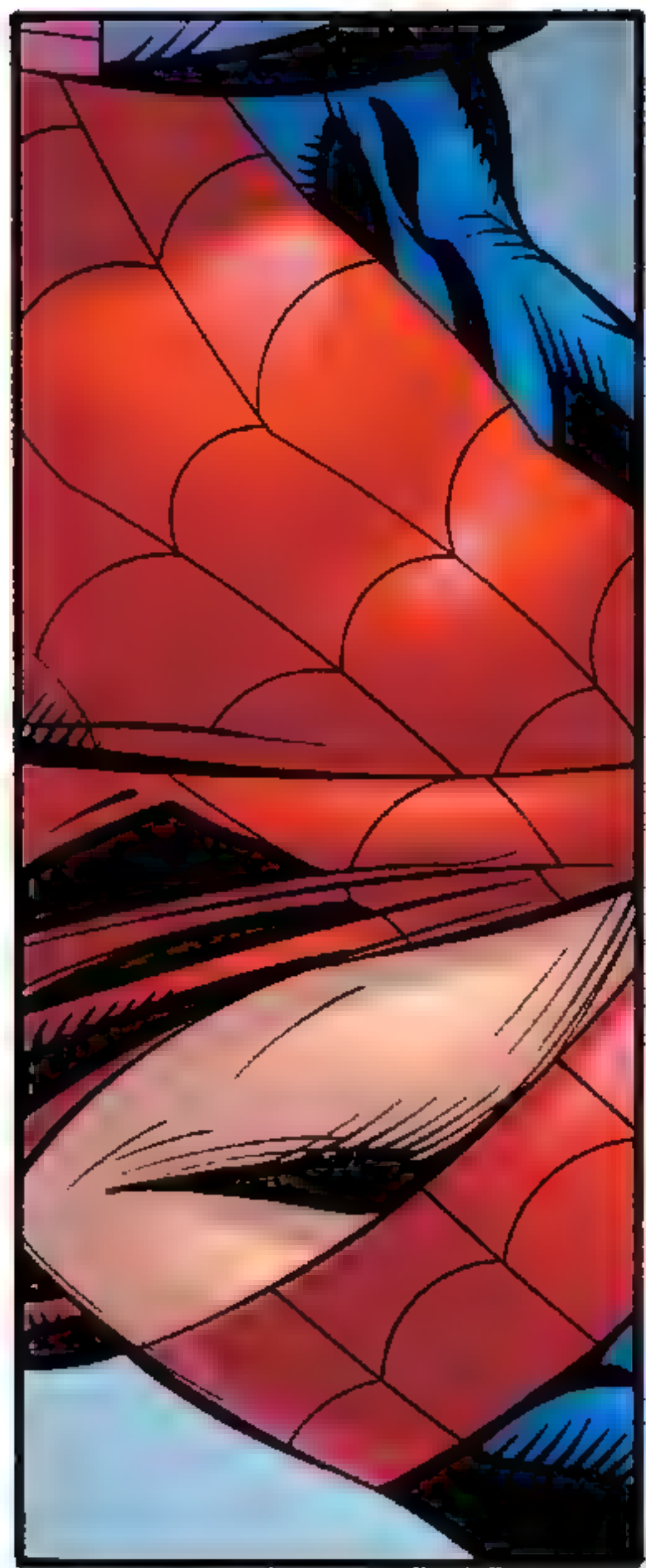
Nice to  
meet you, David  
Rosenberg.















I love ya!

I do!

I \$#%@ !#@!# love ya!



I'll have it typed up in twenty minutes.

And no one else from the press was there?

No one I noticed.

Exclusive!! Ha ha!! I live for this.



"Wall Crawler Shows True Colors..."

No.

"Webbed Wonder..."

No, I had it the first time.

Ah!! Ha ha ha! I told you, Robbie.

I--

Damn shame, I say.



Give me a break! What has happened to you, Robertson?

Hi, Ms. Brant.

Hey, Peter...

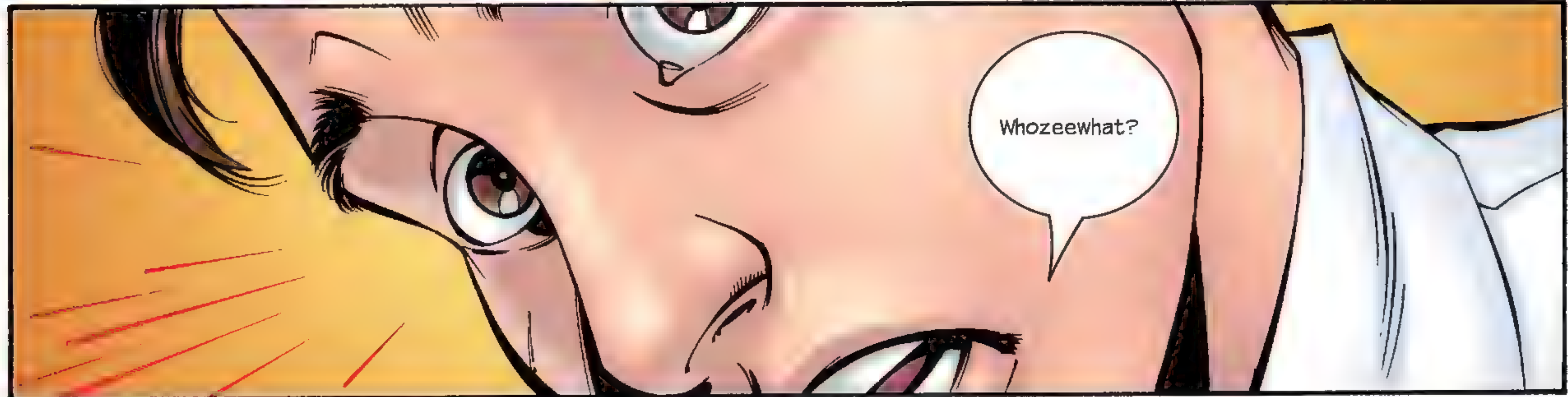
You're turning into some kind of NPR listening ninny!



What's going on?

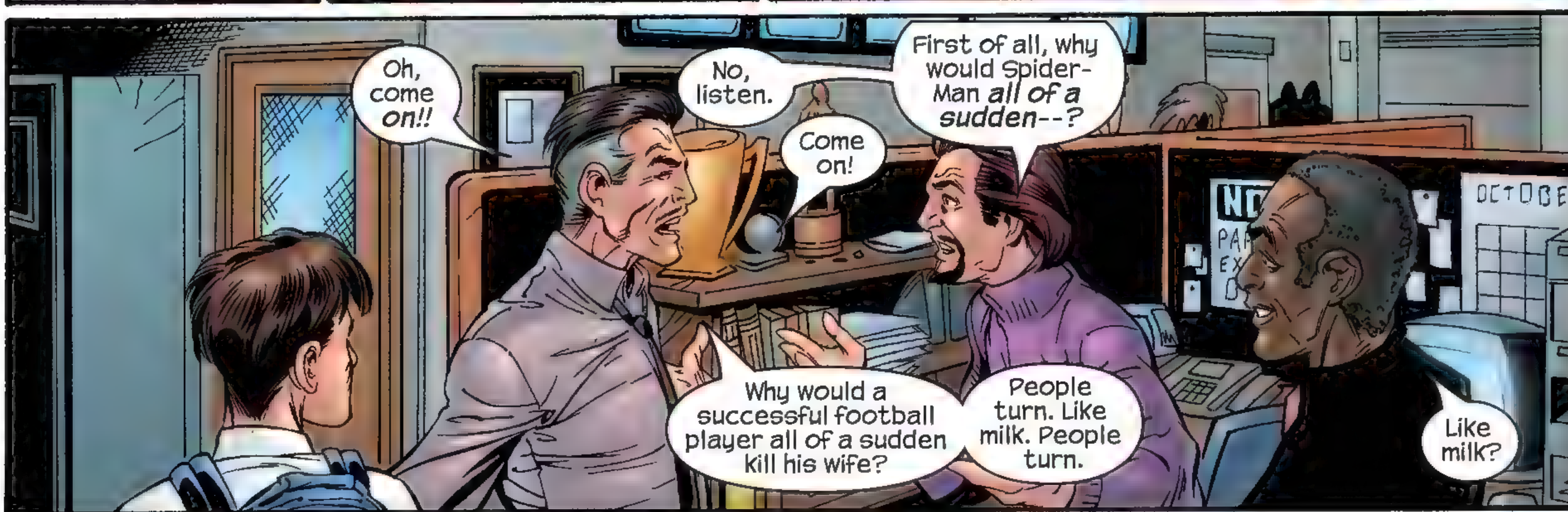
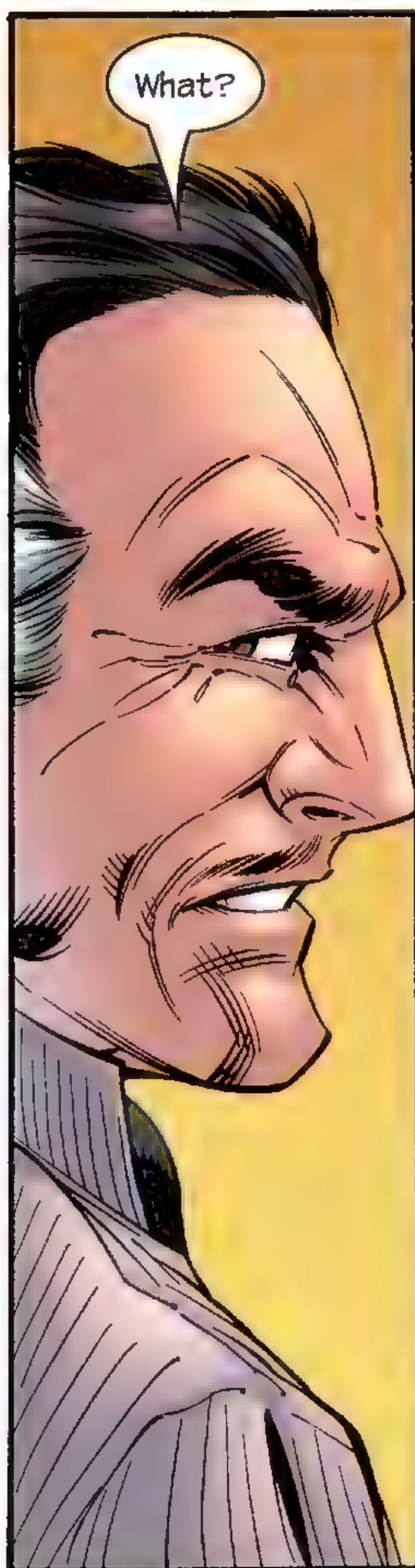
That Spider-Man guy robbed a bank-- Jonah is having a Jonah party.

Don't bark at me, Jonah. I can have an opinion.

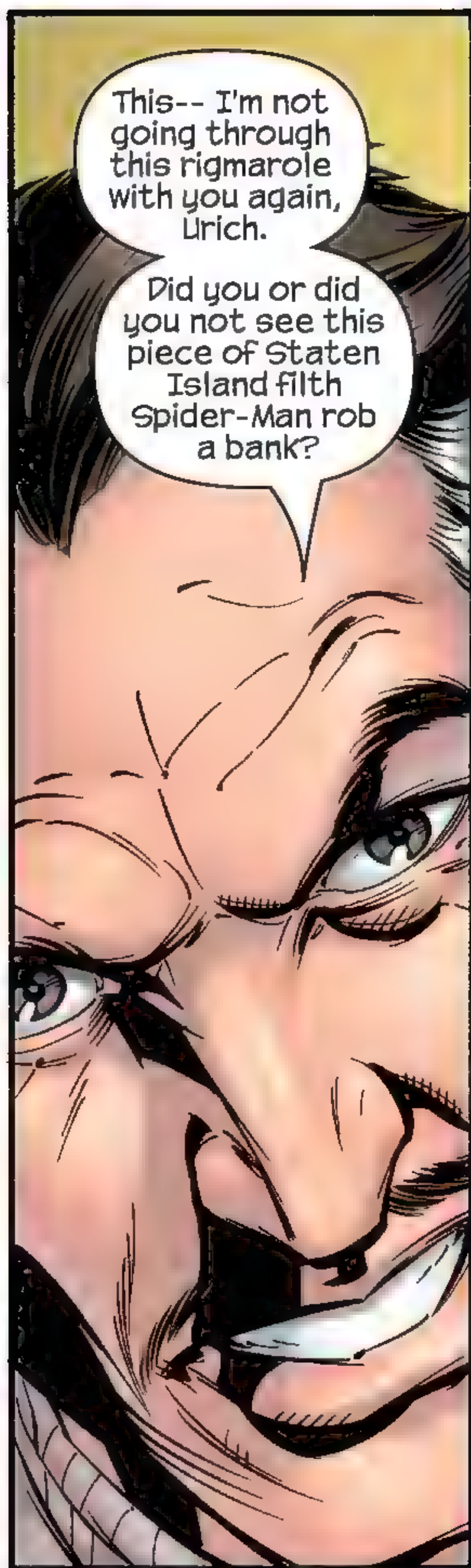


Whozeewhat?









This-- I'm not going through this rigmarole with you again, Ulrich.

Did you or did you not see this piece of Staten Island filth Spider-Man rob a bank?



I saw a guy in a Spider-Man outfit...

Who shoots webs.

Who *beat* a man-- and that just doesn't match the profile which--

Who swung *away* from the police on his webs?



I-- listen, I *know* what I saw, Jonah.

Write the story, Ben!

I just think it's worth--

Write the story!

But we have an obligation--

Write the story!

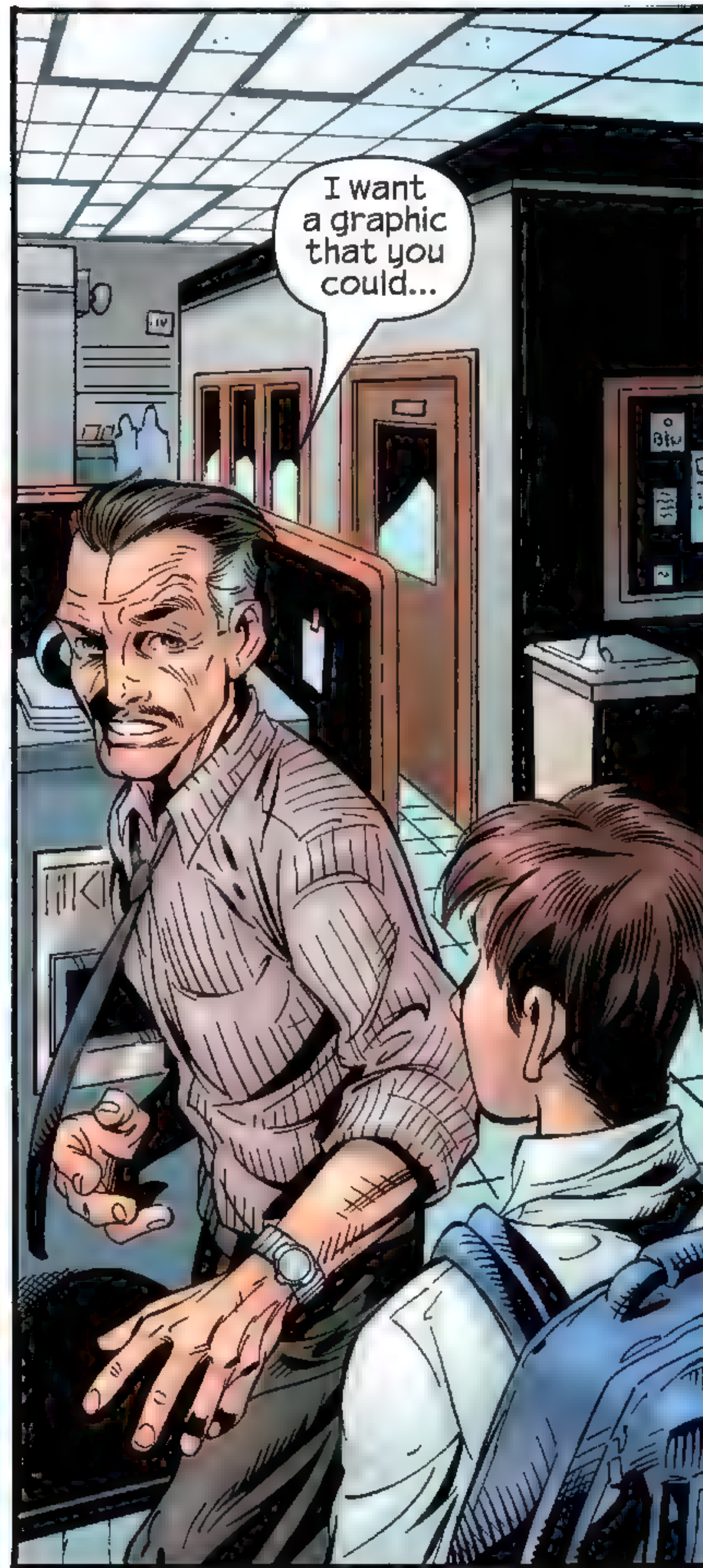


Fine.



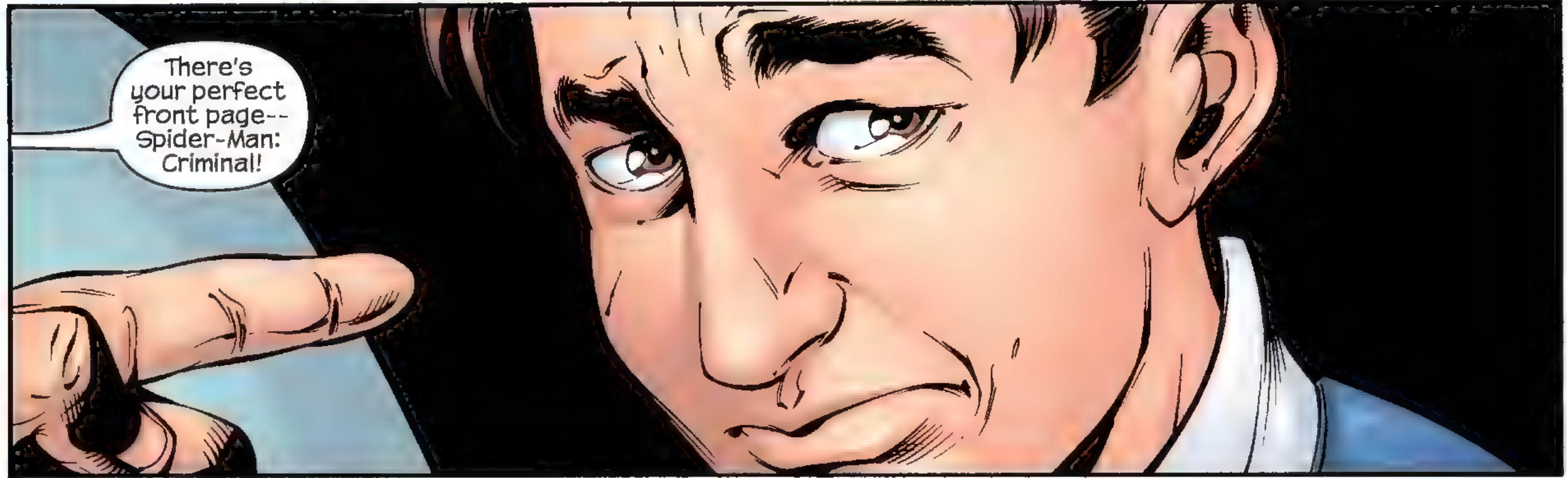
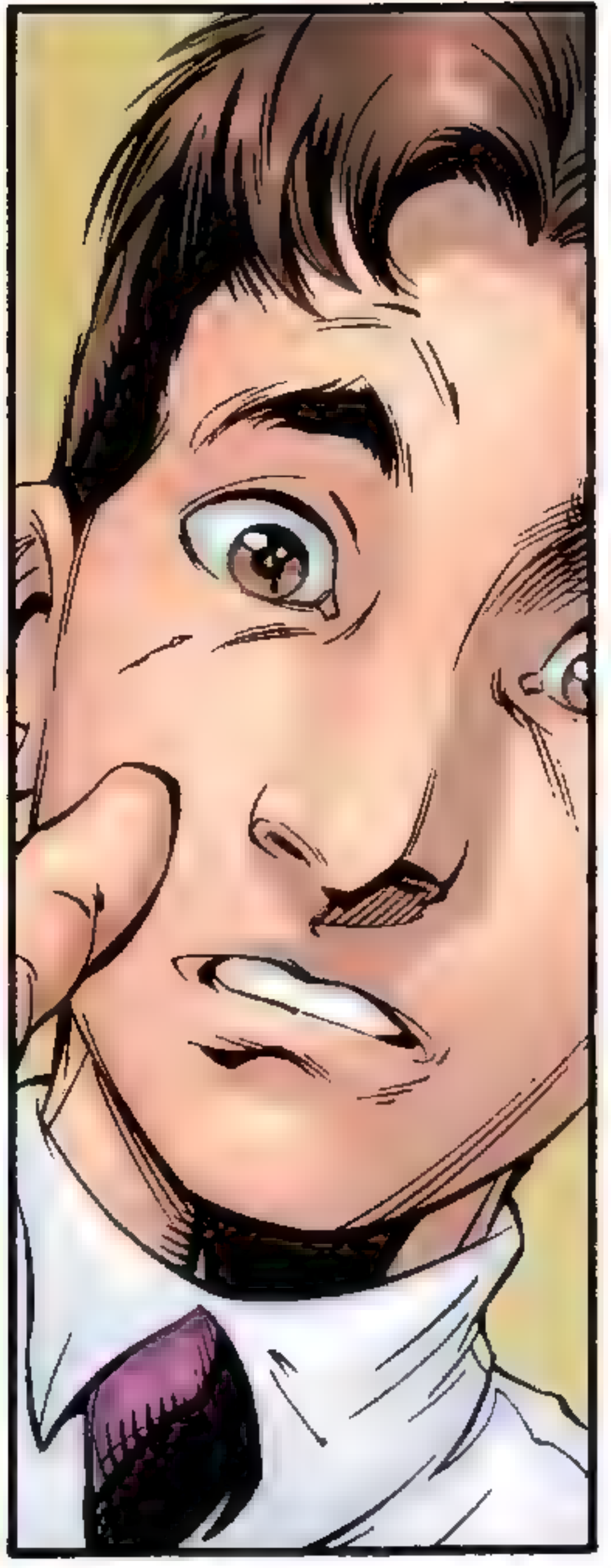
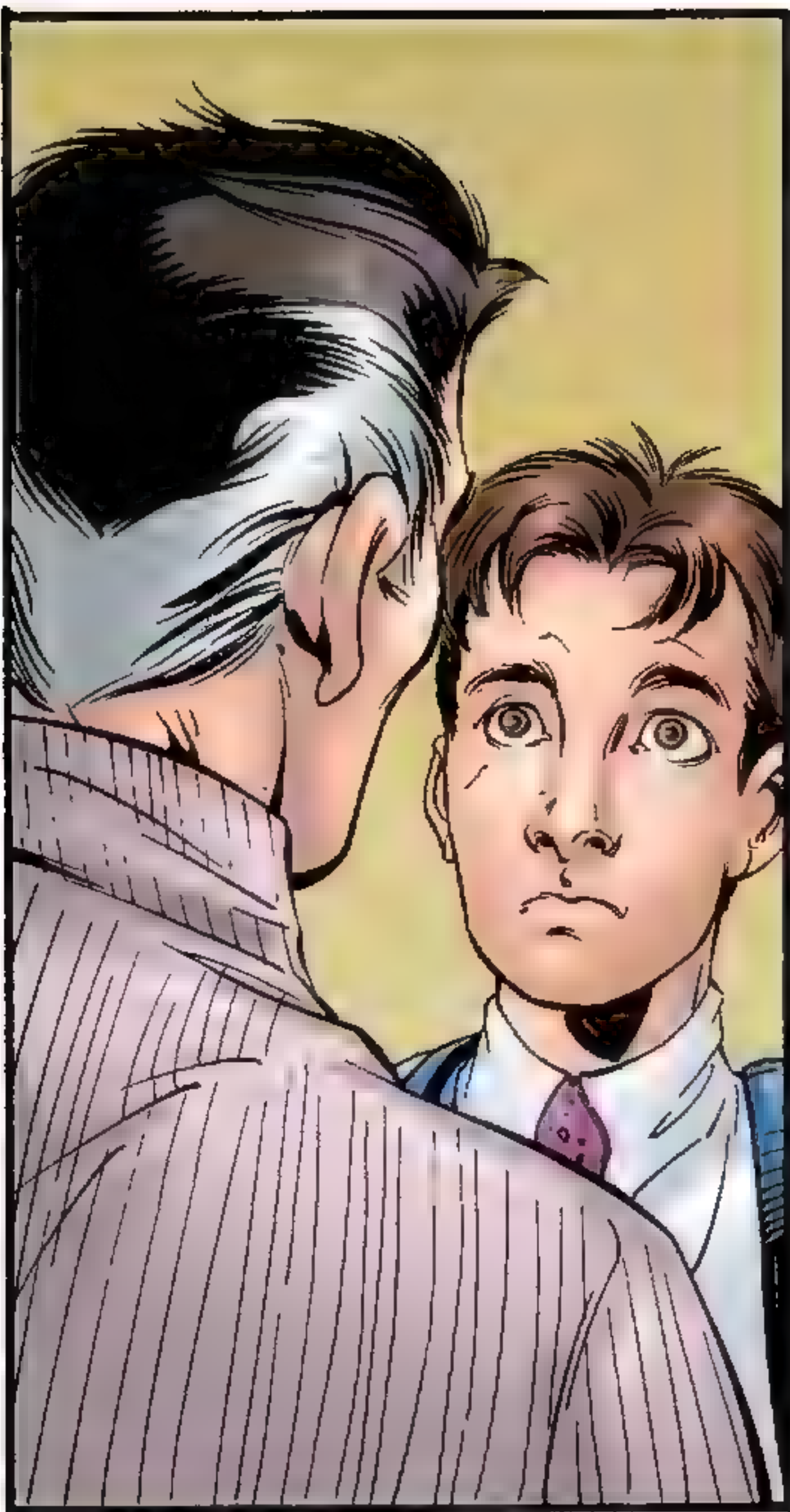
Front page!

I want to be able to see this headline from a half a mile away.



I want a graphic that you could...







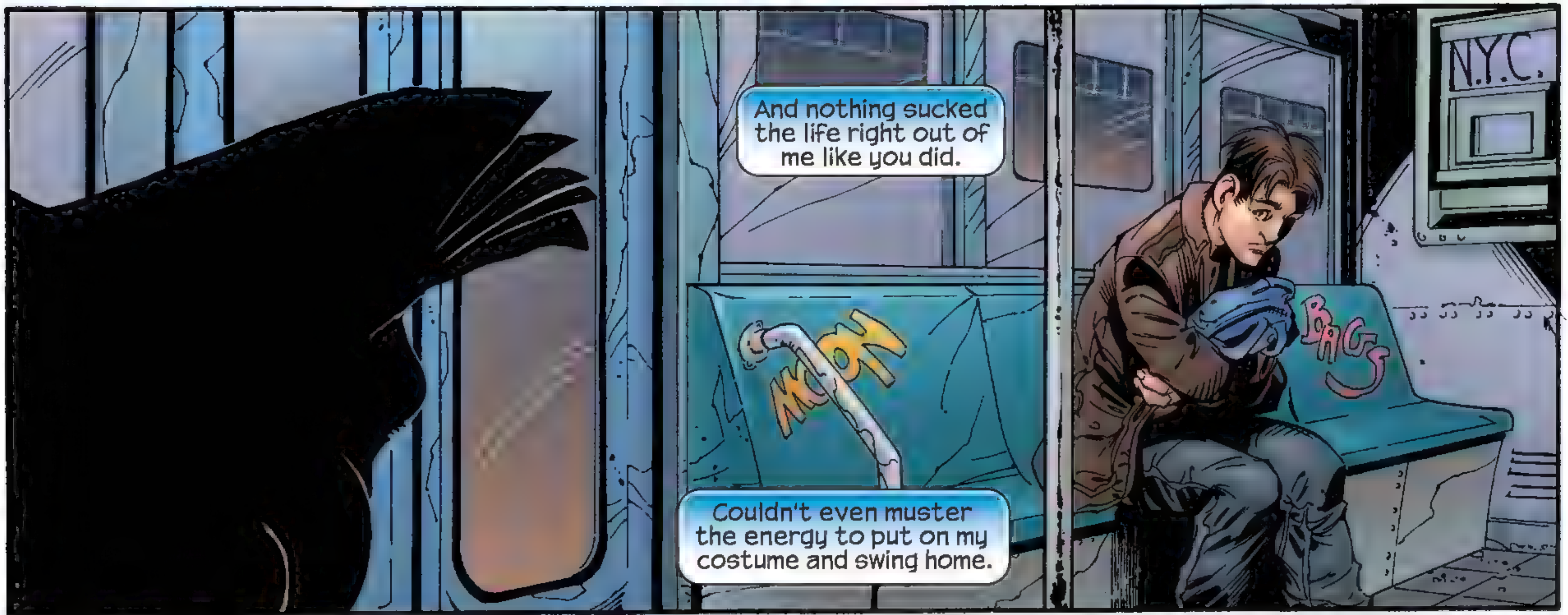
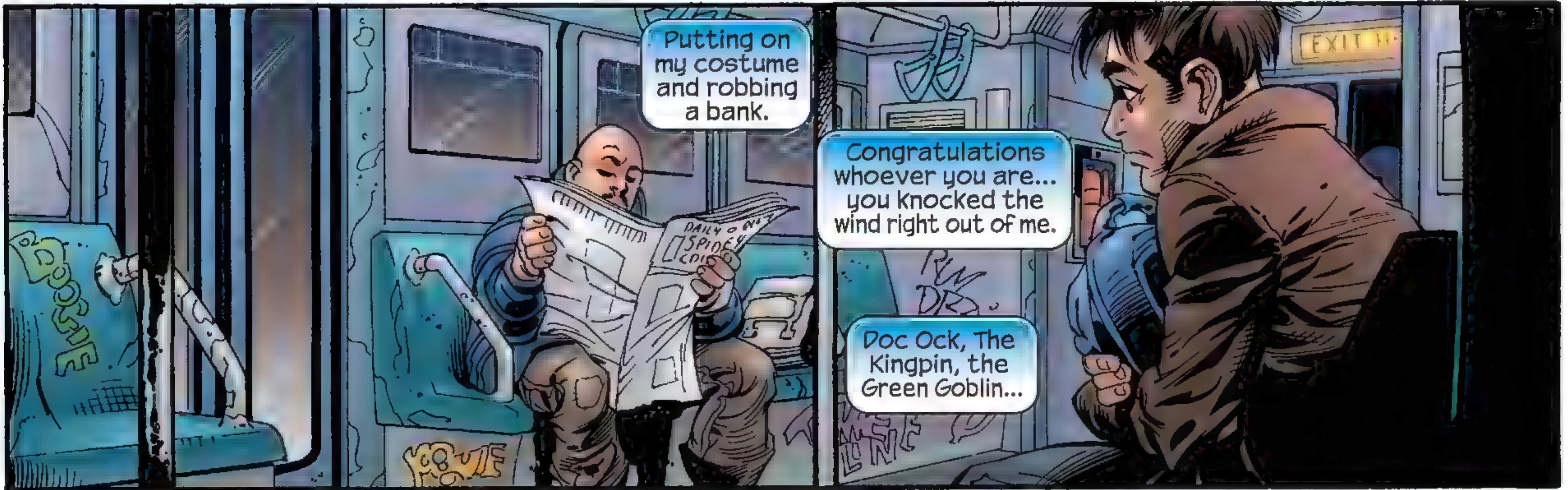
FINAL

# DAILY BUGLE

FINAL

NEW YORK'S FINEST DAILY NEWSPAPER

## SPIDER-MAN: CRIMINAL



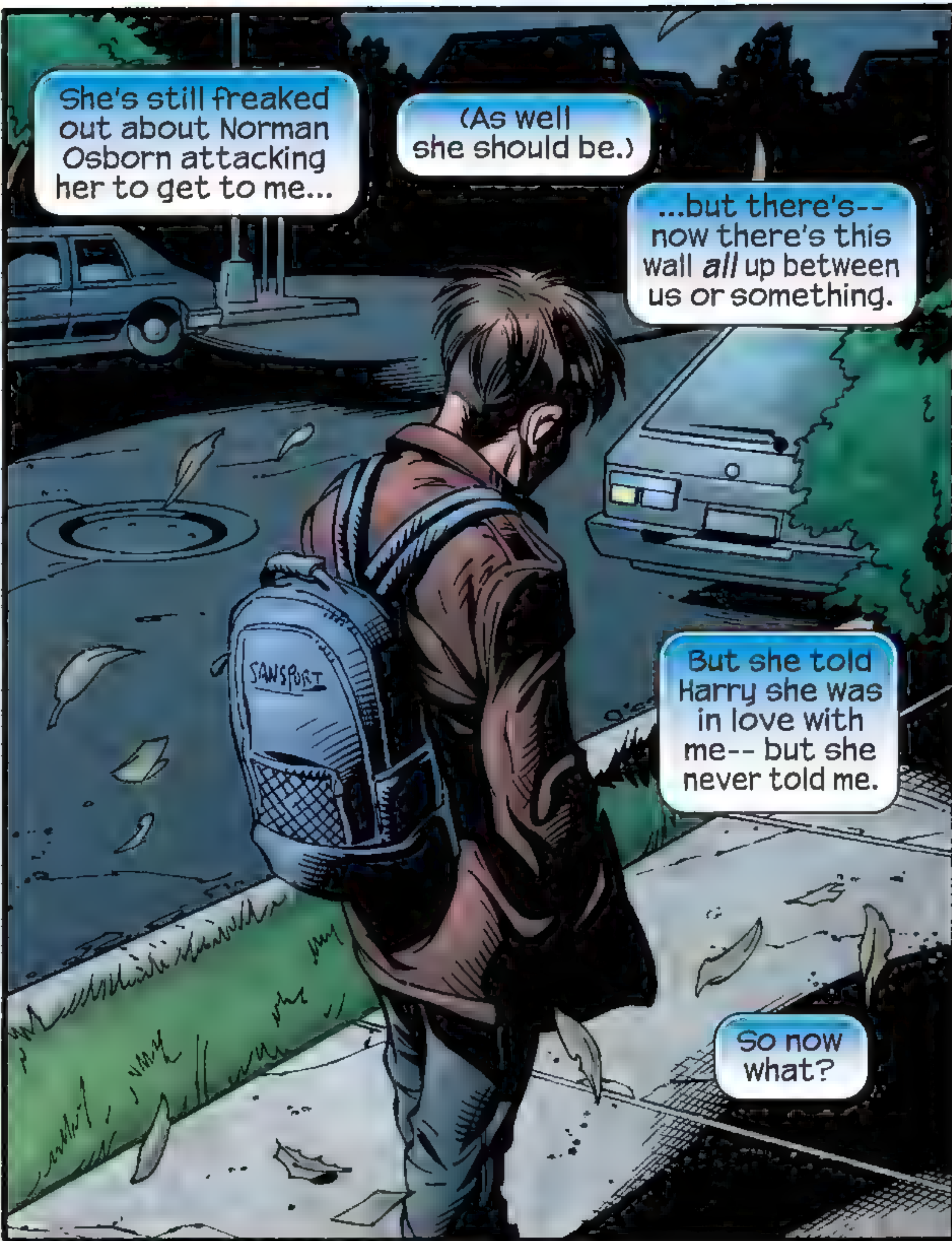




Ugh-- and Mary Jane.

The only person I can unload all this stuff on is MJ...

...but now I feel that maybe telling her I was Spider-Man was this huge mistake.



She's still freaked out about Norman Osborn attacking her to get to me...

(As well she should be.)

...but there's-- now there's this wall *all* up between us or something.

But she told Harry she was in love with me-- but she never told me.

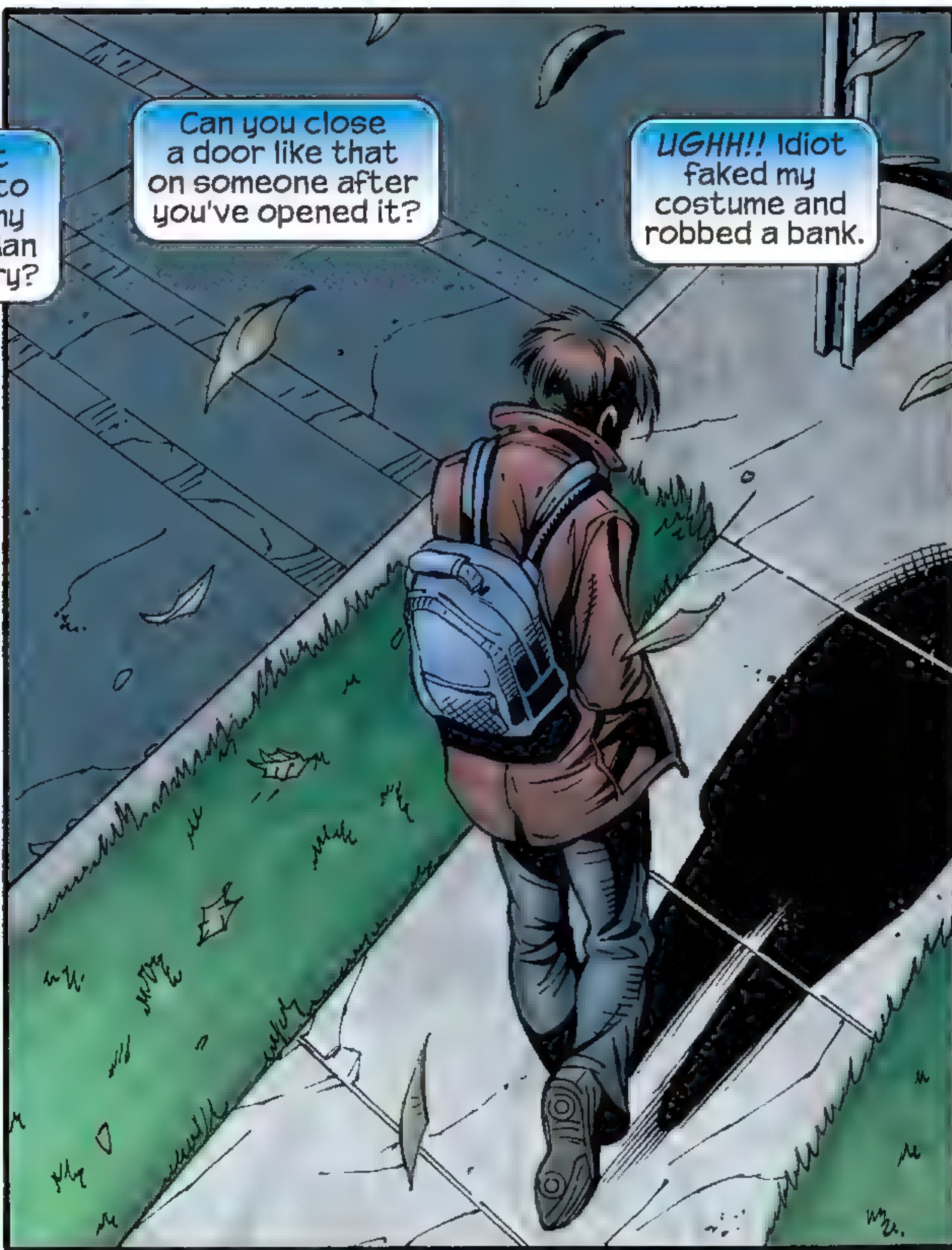
So now what?



Do I tell her I'm in love with her?

Does she already know? Do I tell her?

Do I tell her it was a mistake to involve her in my life as Spider-Man and that I'm sorry?



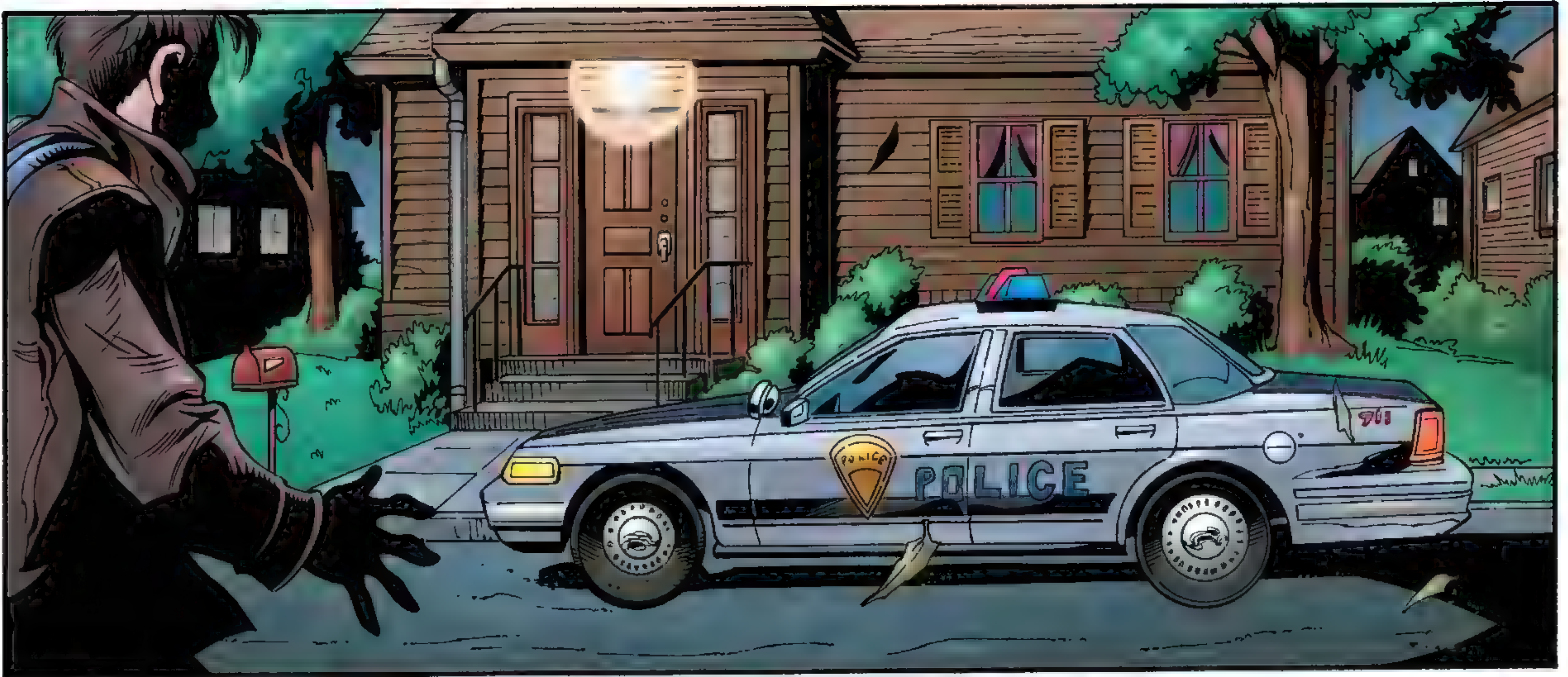
Can you close a door like that on someone after you've opened it?

UGH!! Idiot faked my costume and robbed a bank.

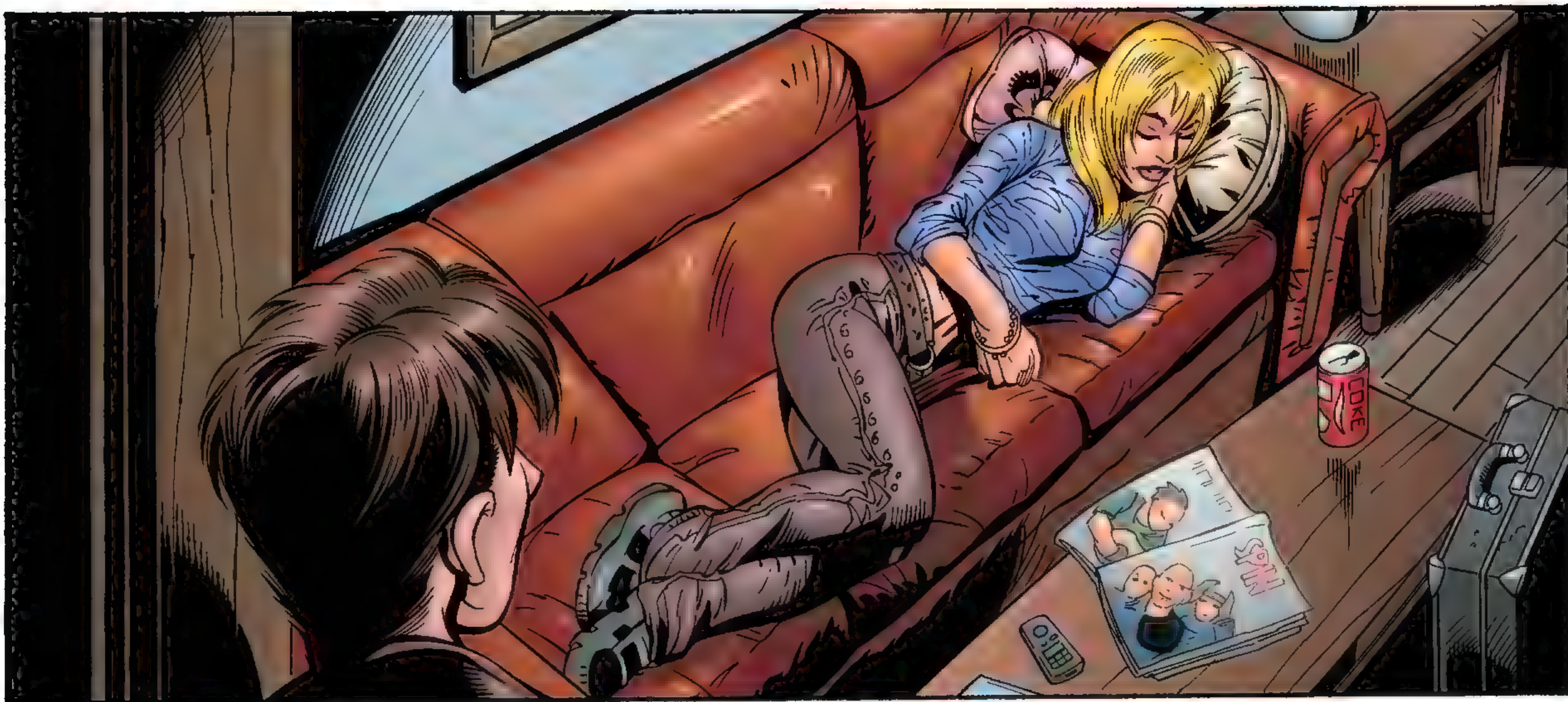


I'm going to find that guy and--

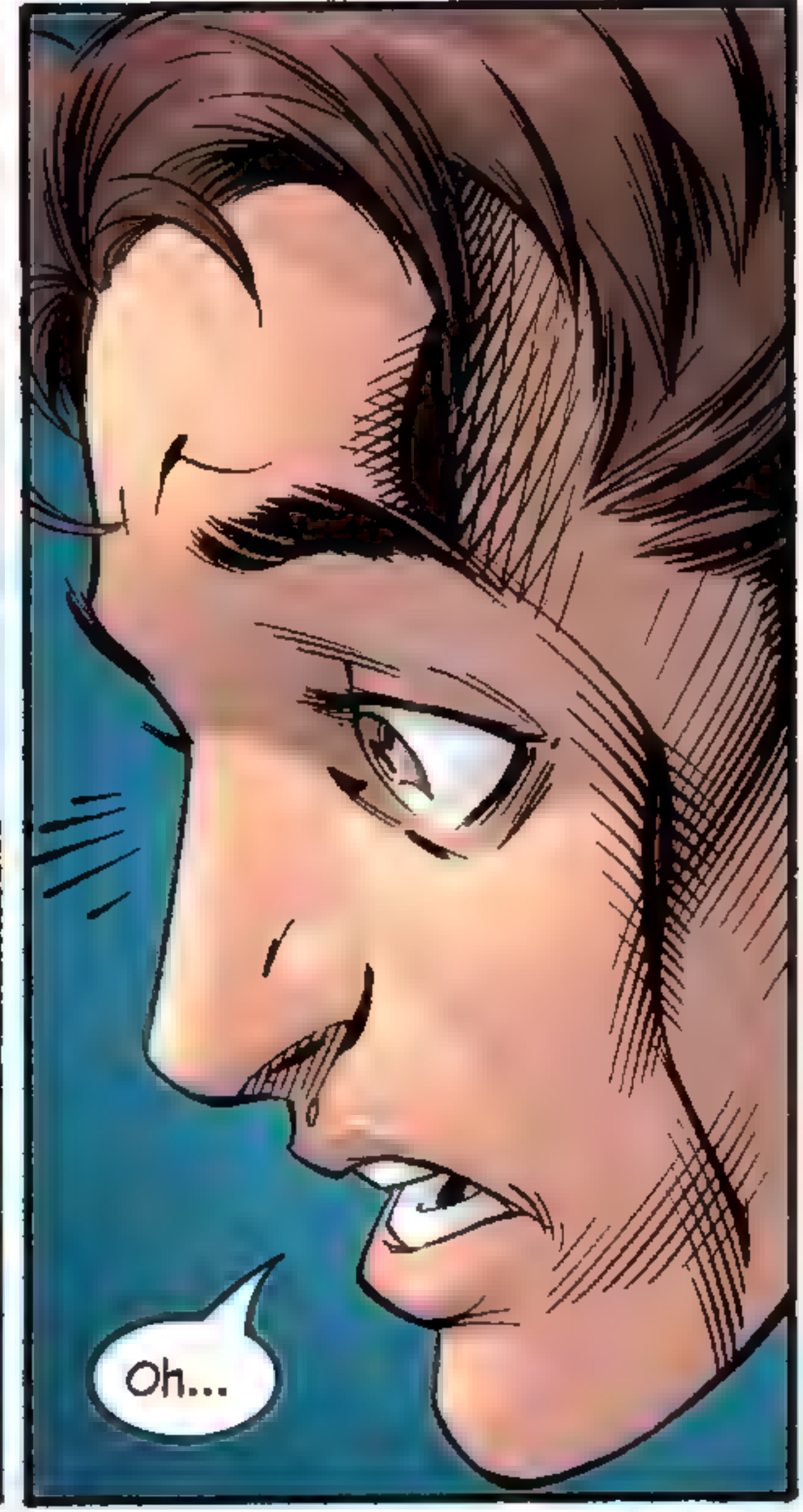
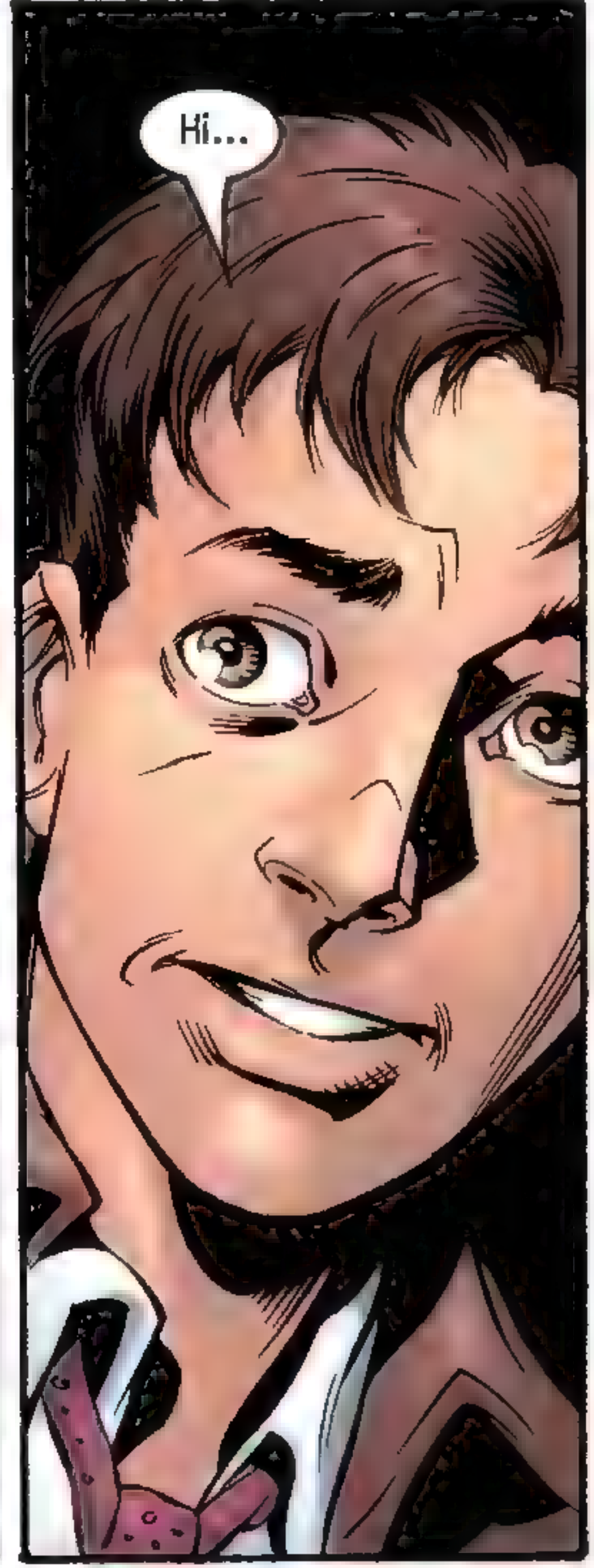
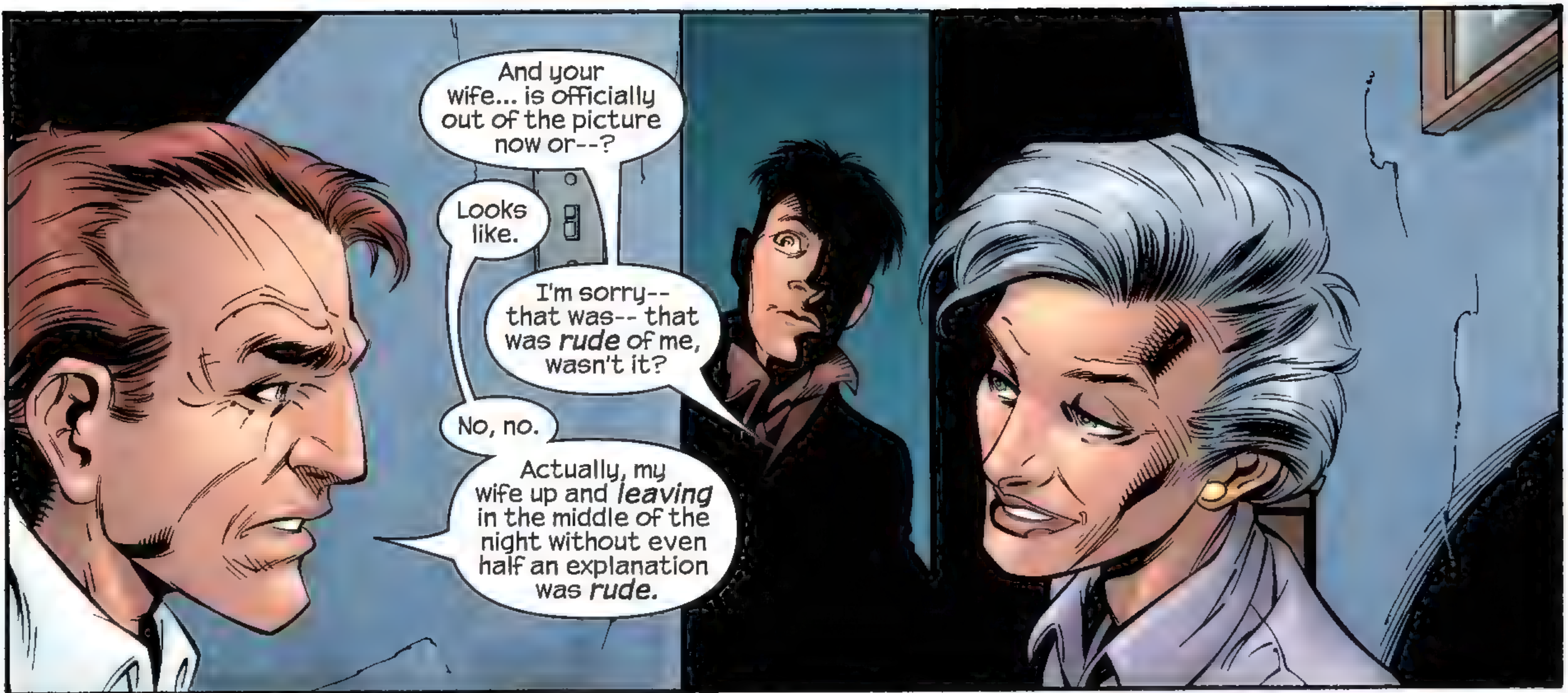




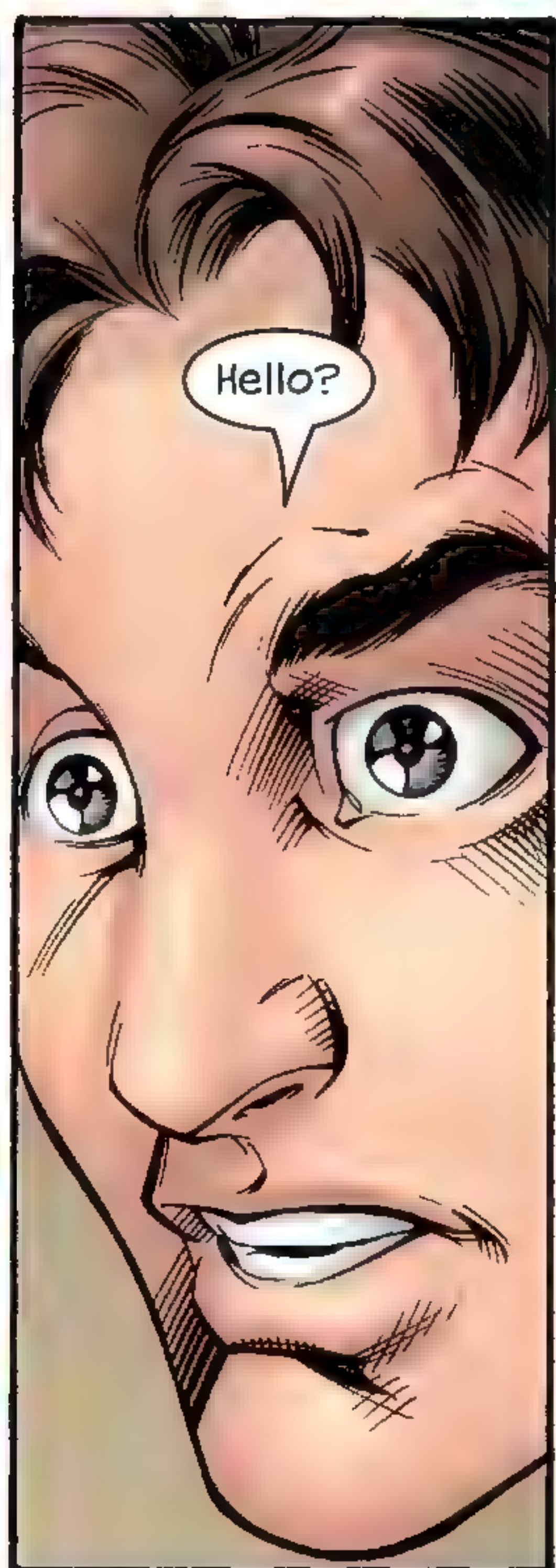
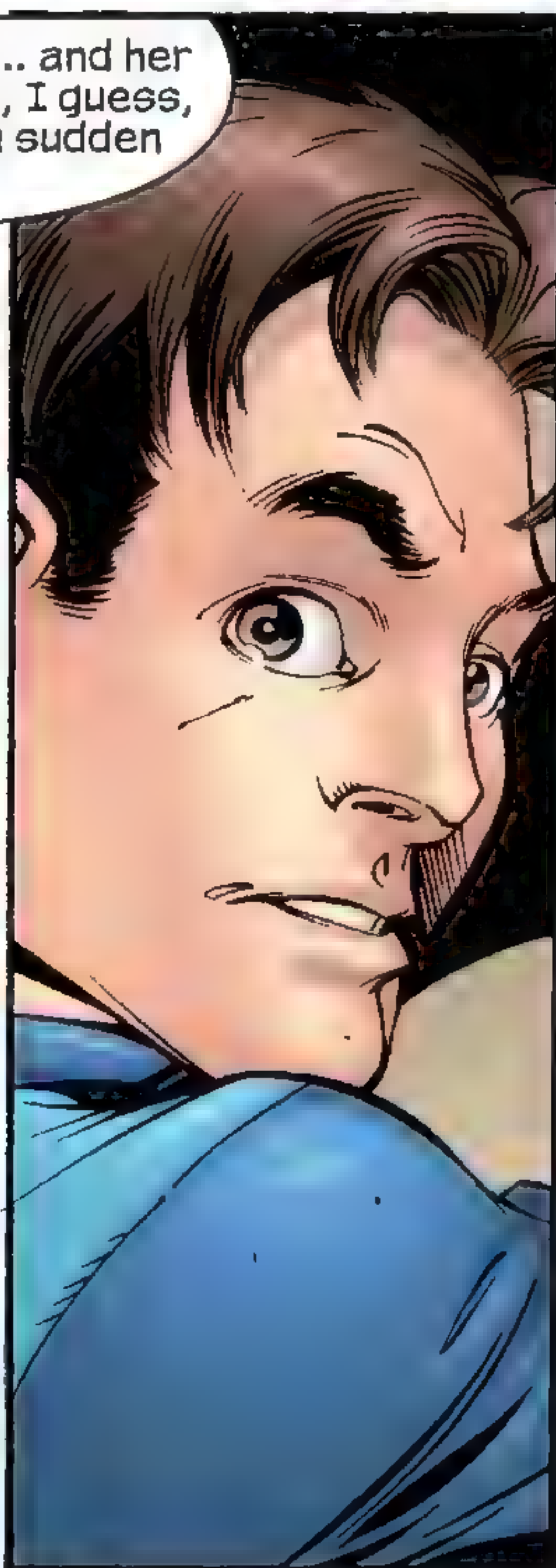
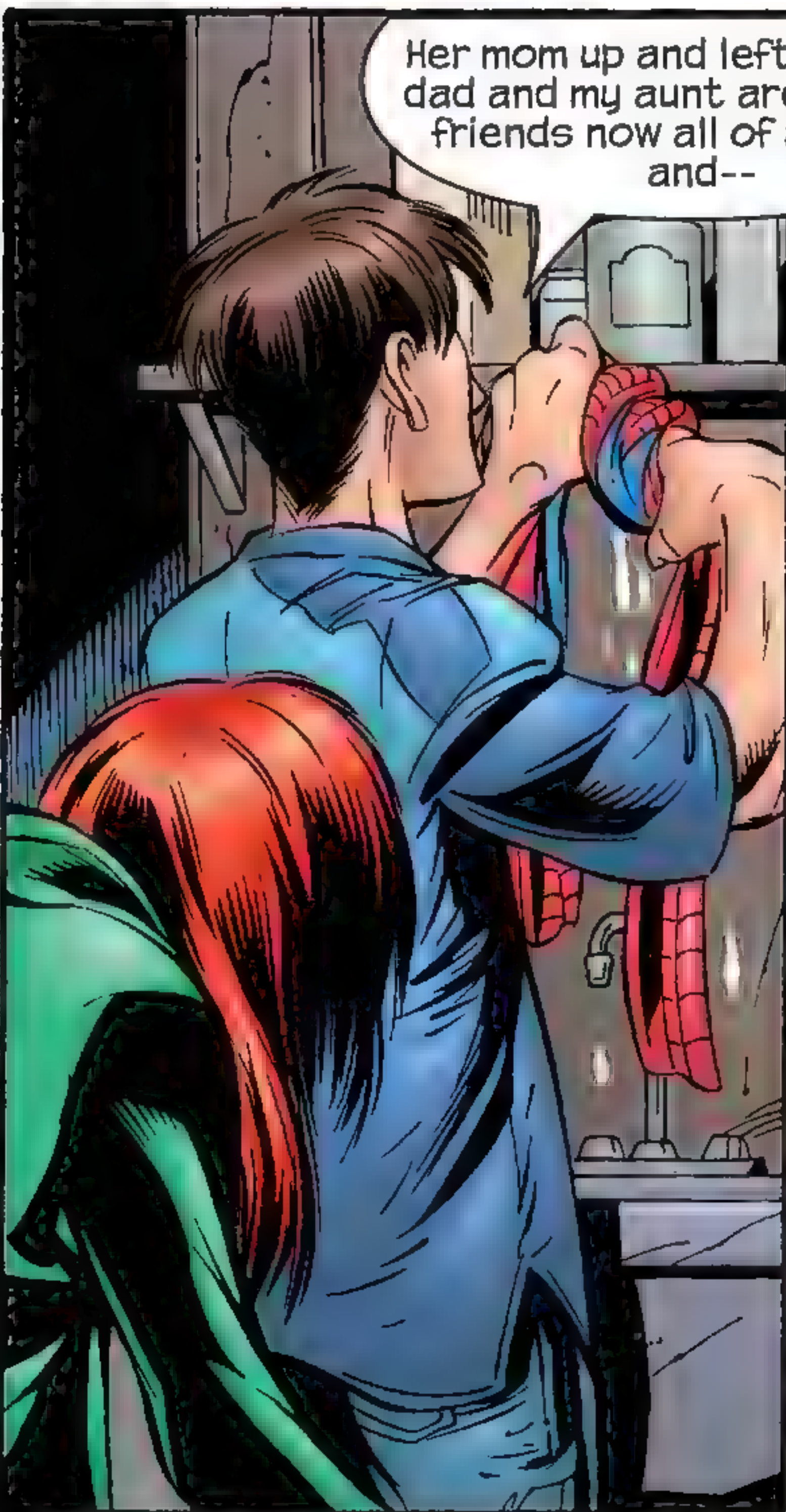




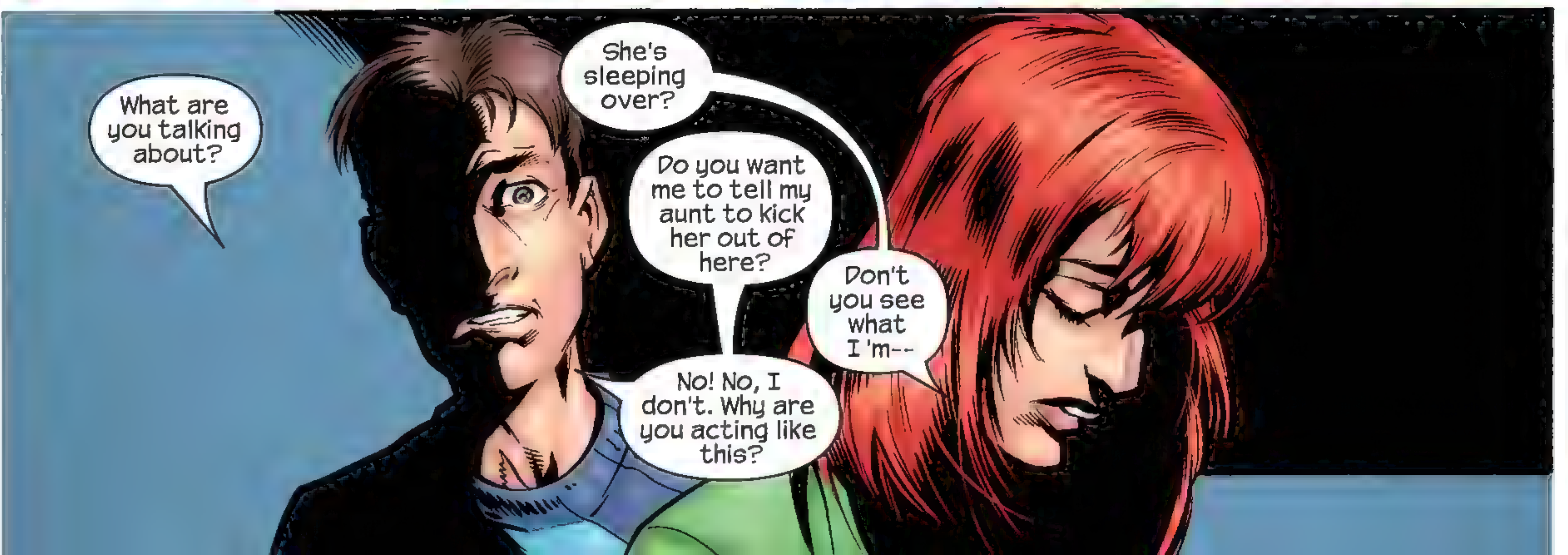
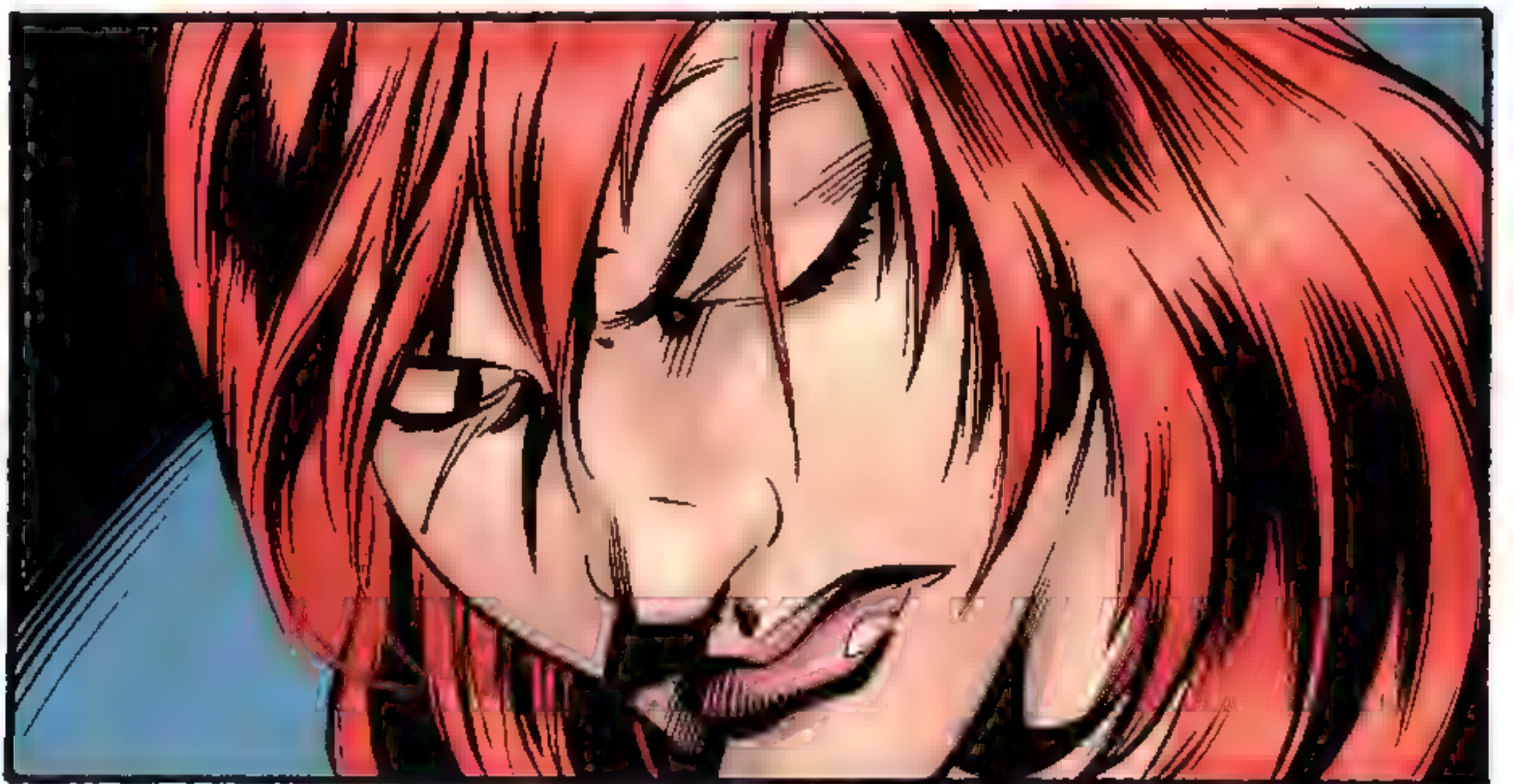
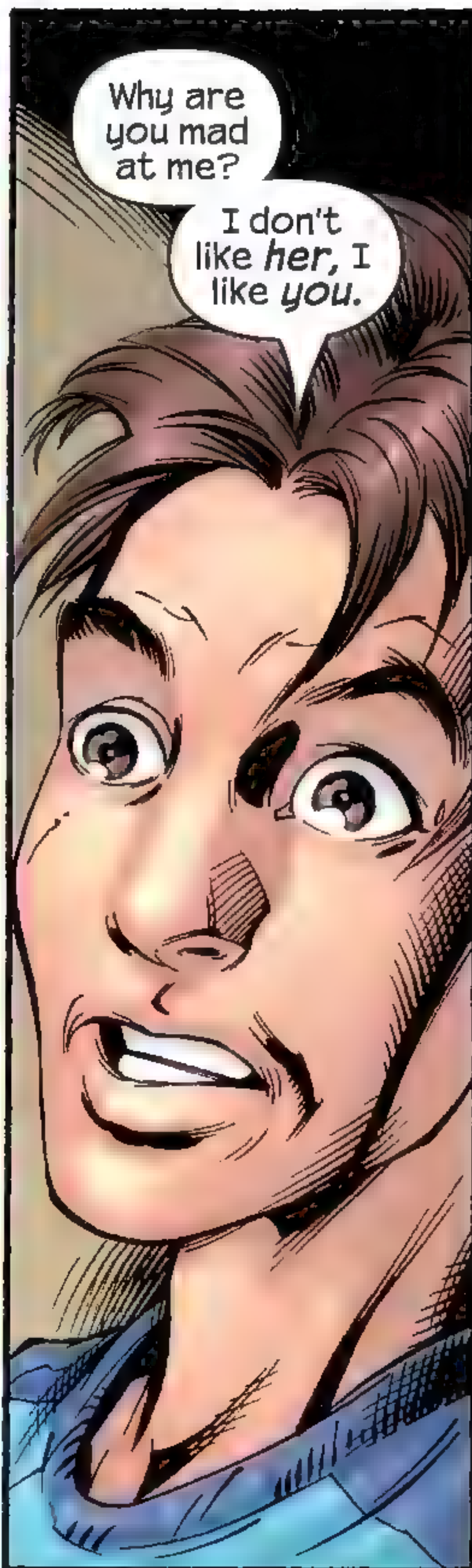




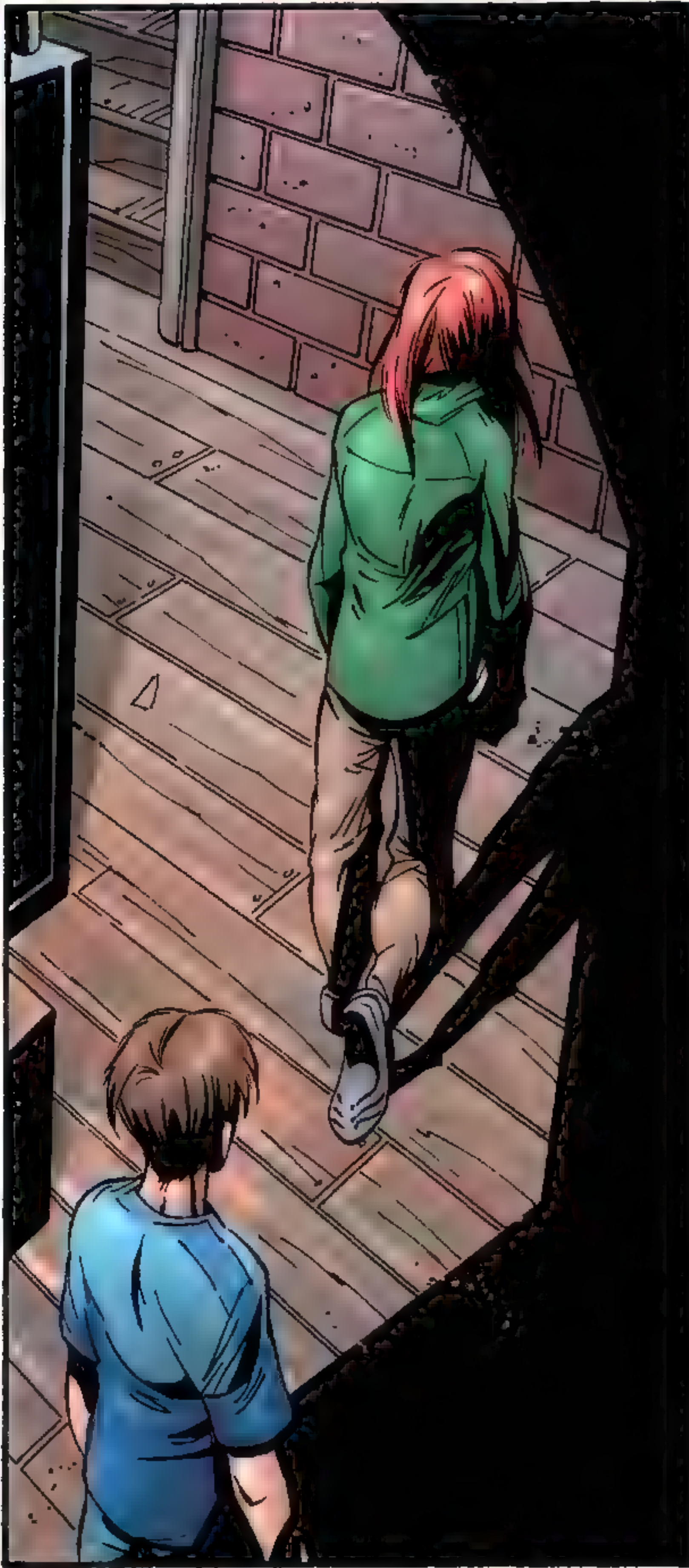
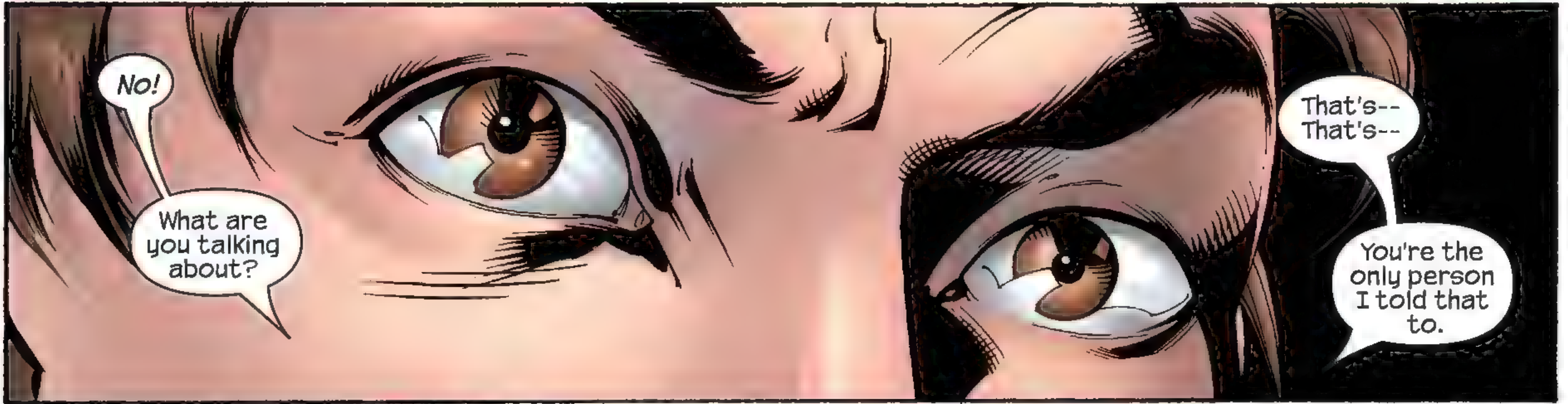
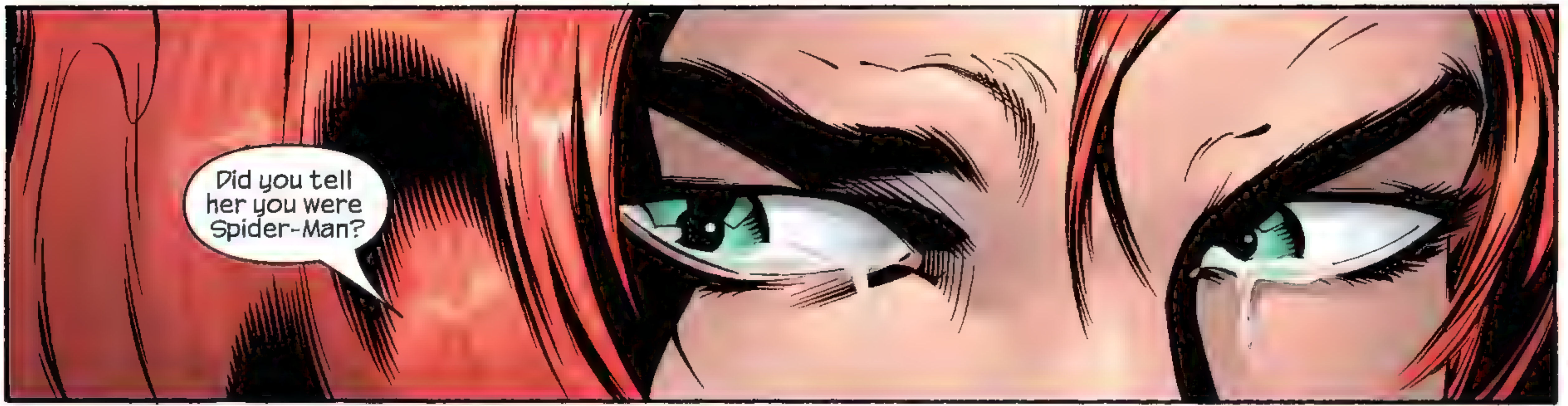




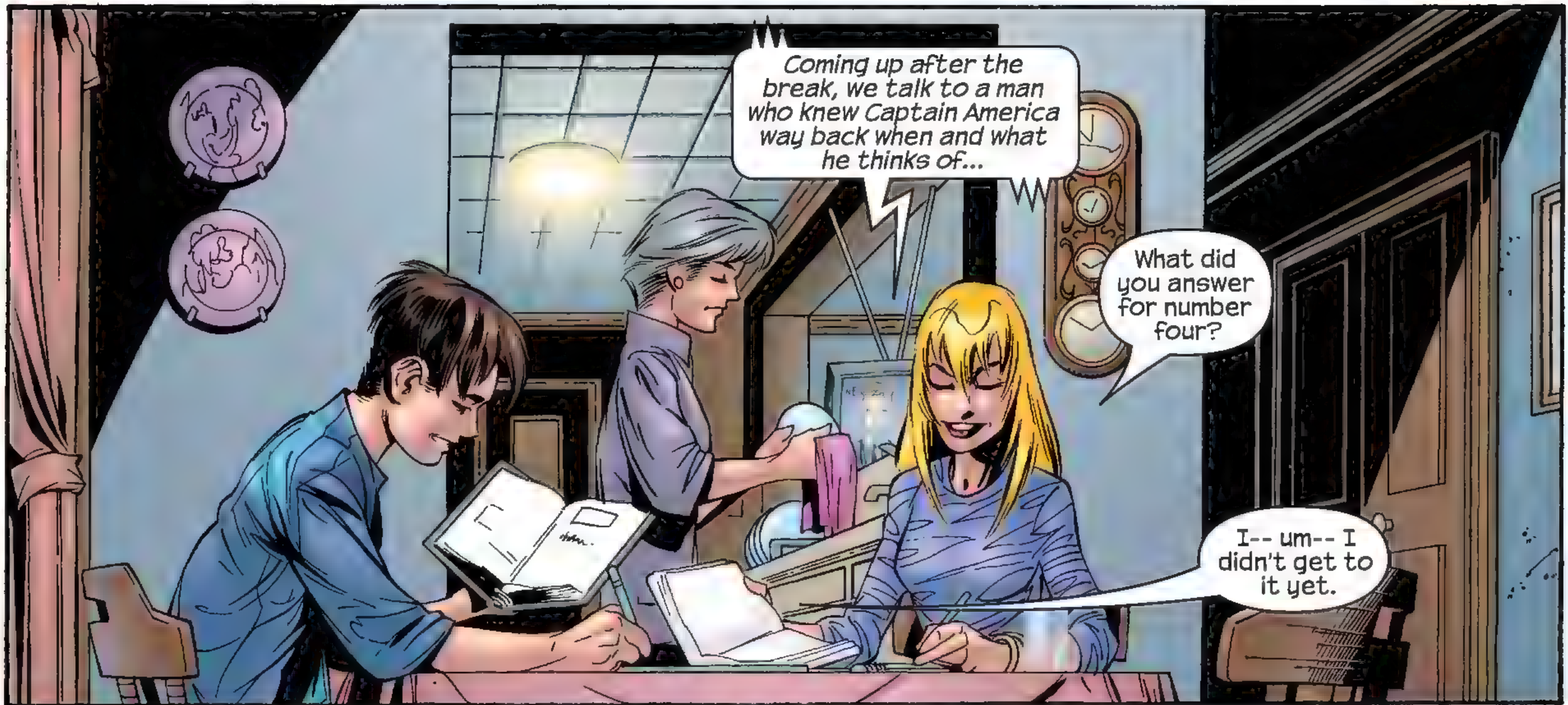








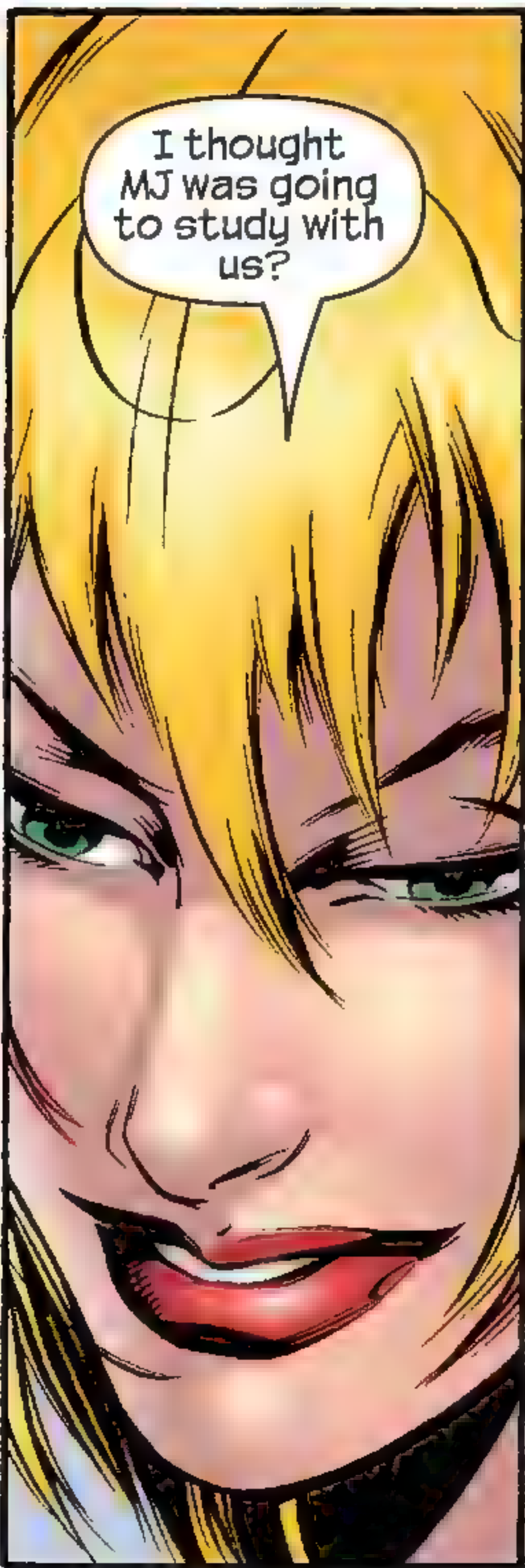




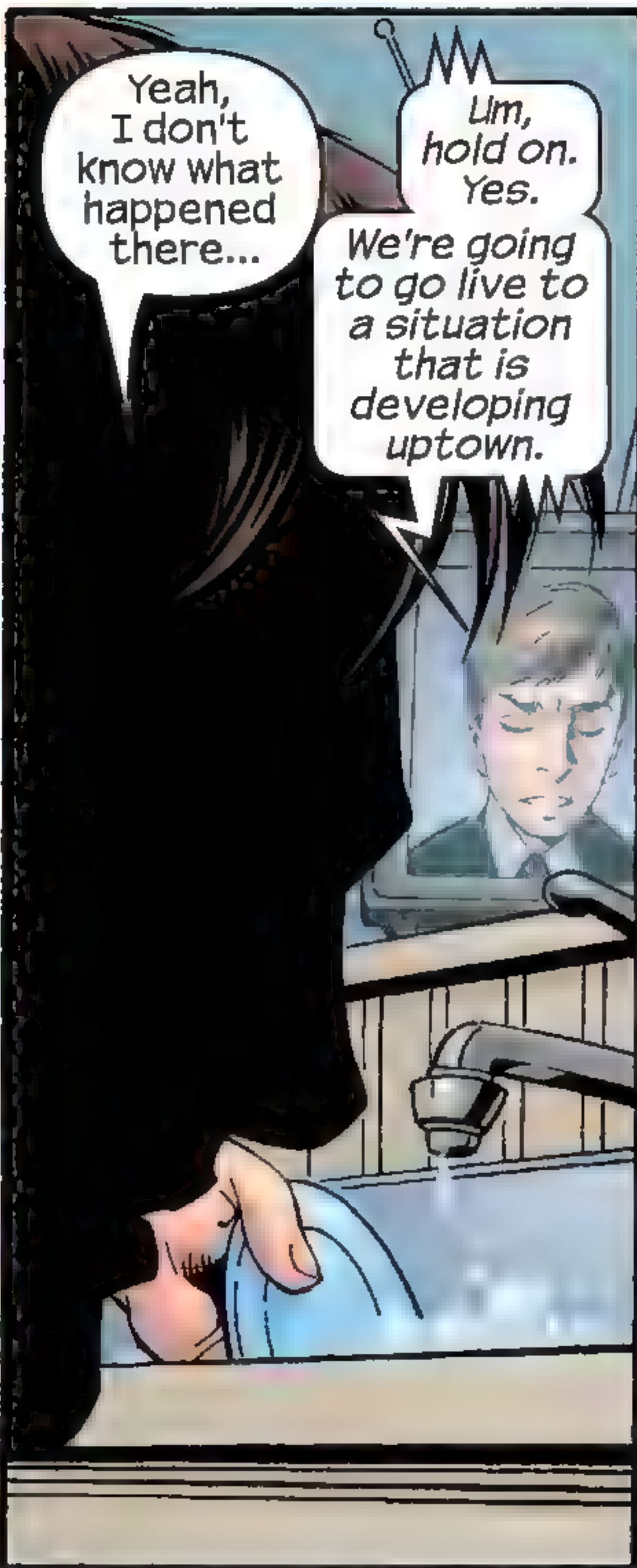
Coming up after the break, we talk to a man who knew Captain America way back when and what he thinks of...

What did you answer for number four?

I-- um-- I didn't get to it yet.



I thought MJ was going to study with us?



Yeah, I don't know what happened there...

Um, hold on. Yes.

We're going to go live to a situation that is developing uptown.



We have just received word that Spider-Man has been caught in the middle of a jewelry heist on the Upper West Side.

We are going to go live to Shane Jewelers where Monica Kaufman is already on the scene.

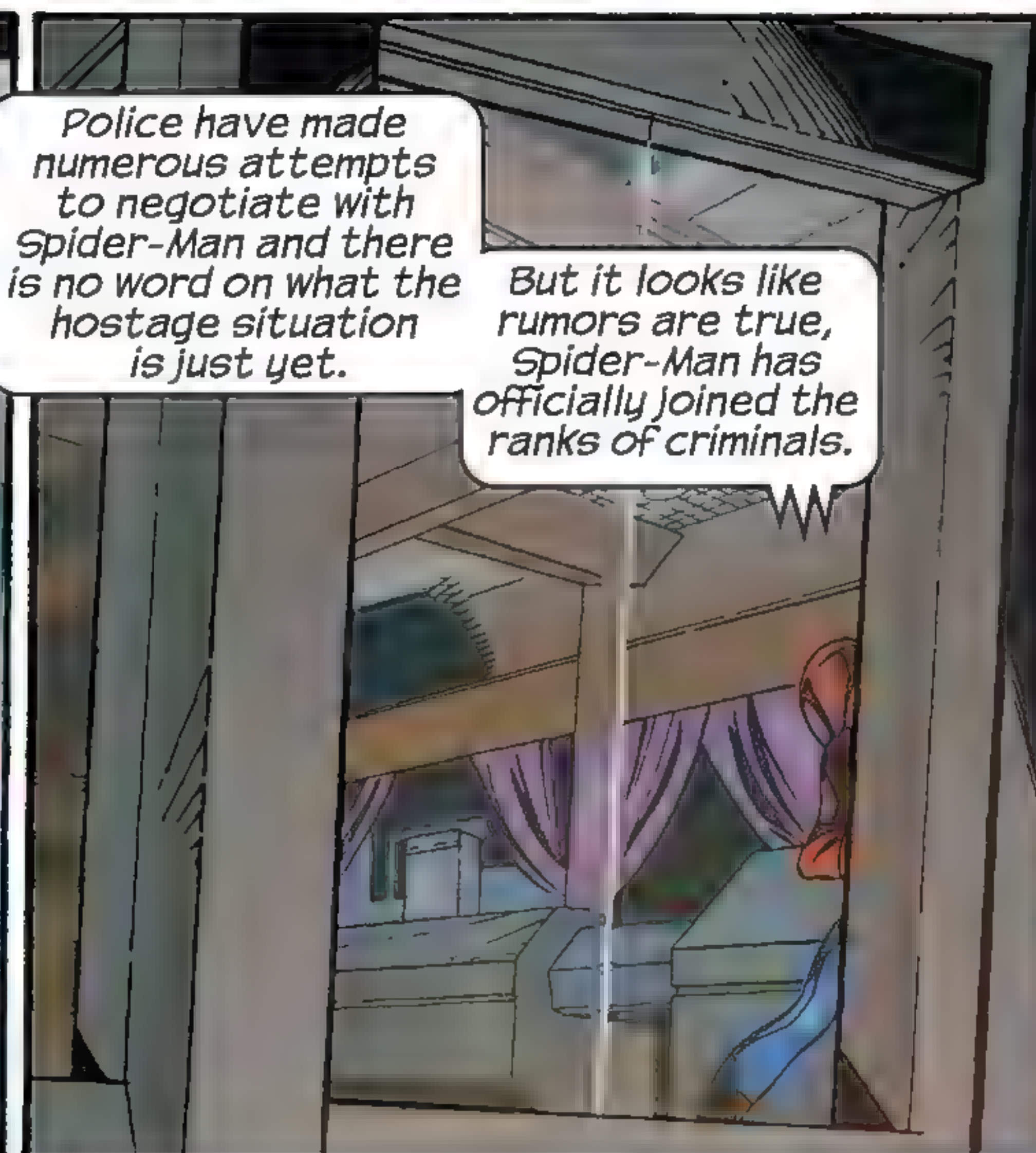


Monica? What is the situation down there?



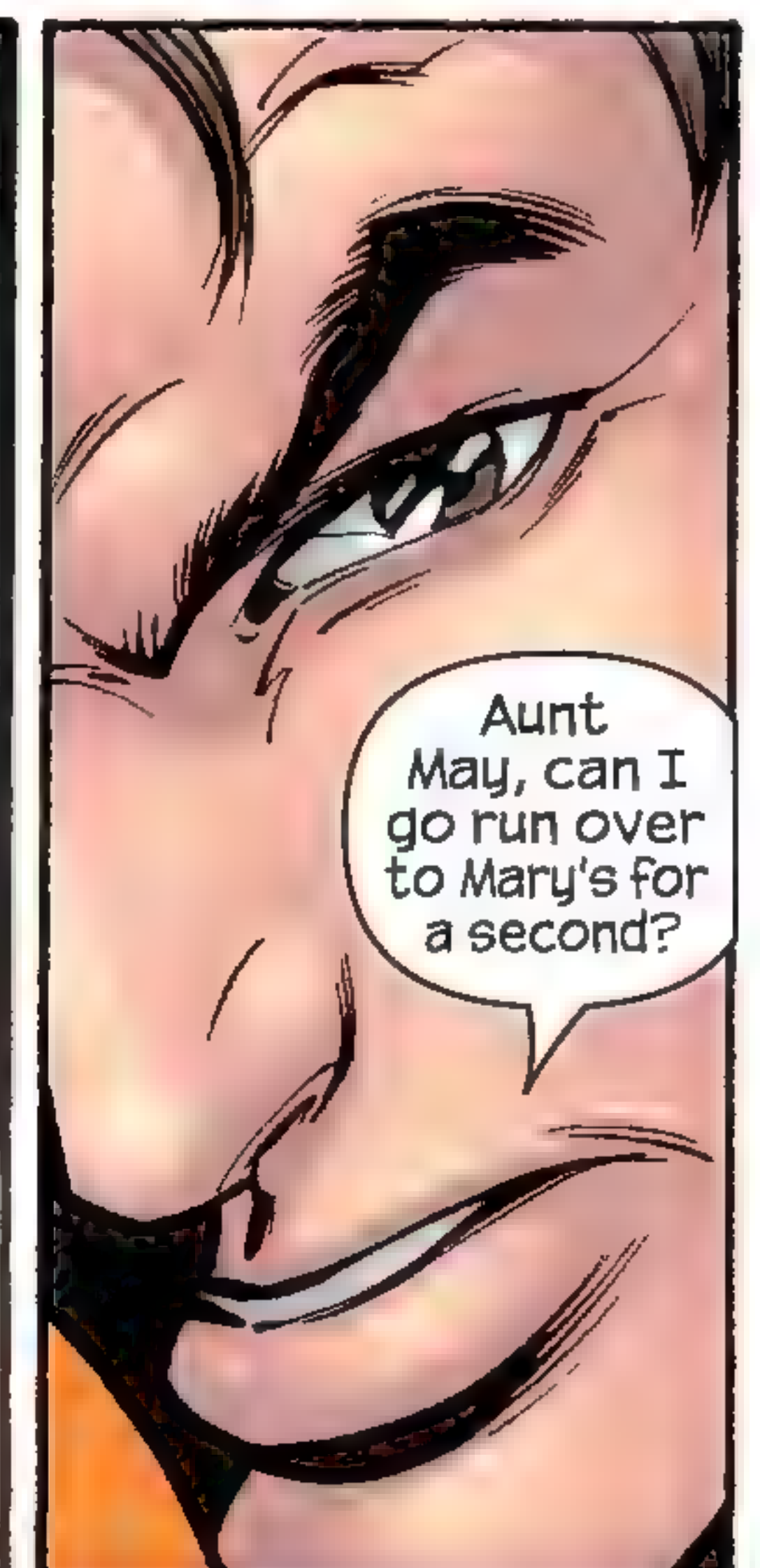
It's a standoff, Dan!

Police have come to the scene here at Shane Jewelers-- where a man that has been identified as the mysterious Spider-Man has trapped himself inside the building...



Police have made numerous attempts to negotiate with Spider-Man and there is no word on what the hostage situation is just yet.

But it looks like rumors are true, Spider-Man has officially joined the ranks of criminals.



Aunt May, can I go run over to Mary's for a second?





Dan, I don't know if you can hear me...

But we have talked to sources at the Police Department and word from the inside is that the Police mood has become increasingly anti-vigilante.



We hear that they have been waiting for a moment just like this to prove their point.



We are going to stay on the scene until...

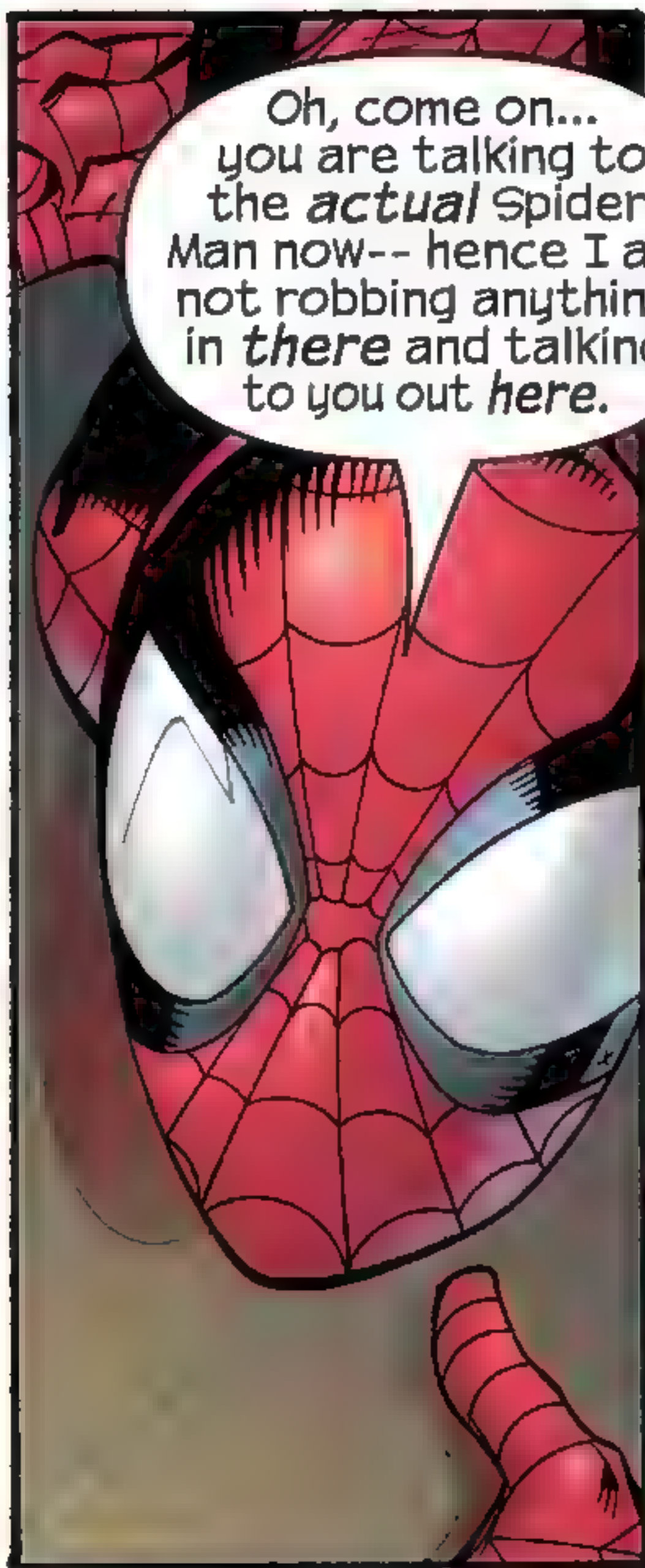
Make it easy on yourself, and come out with your mask off and your hands up!



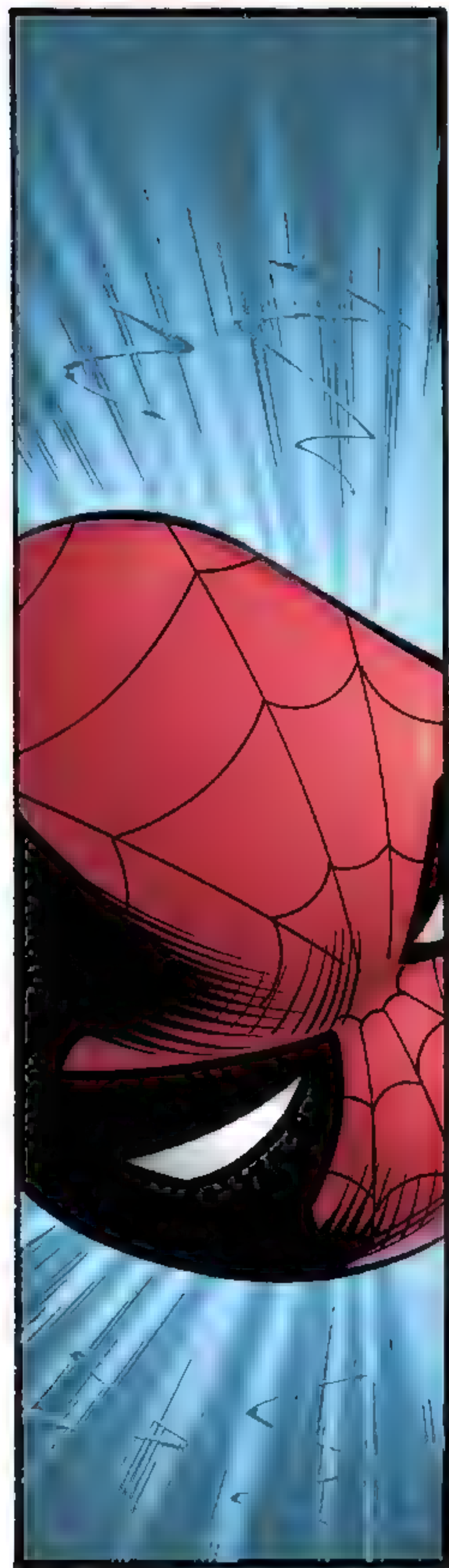
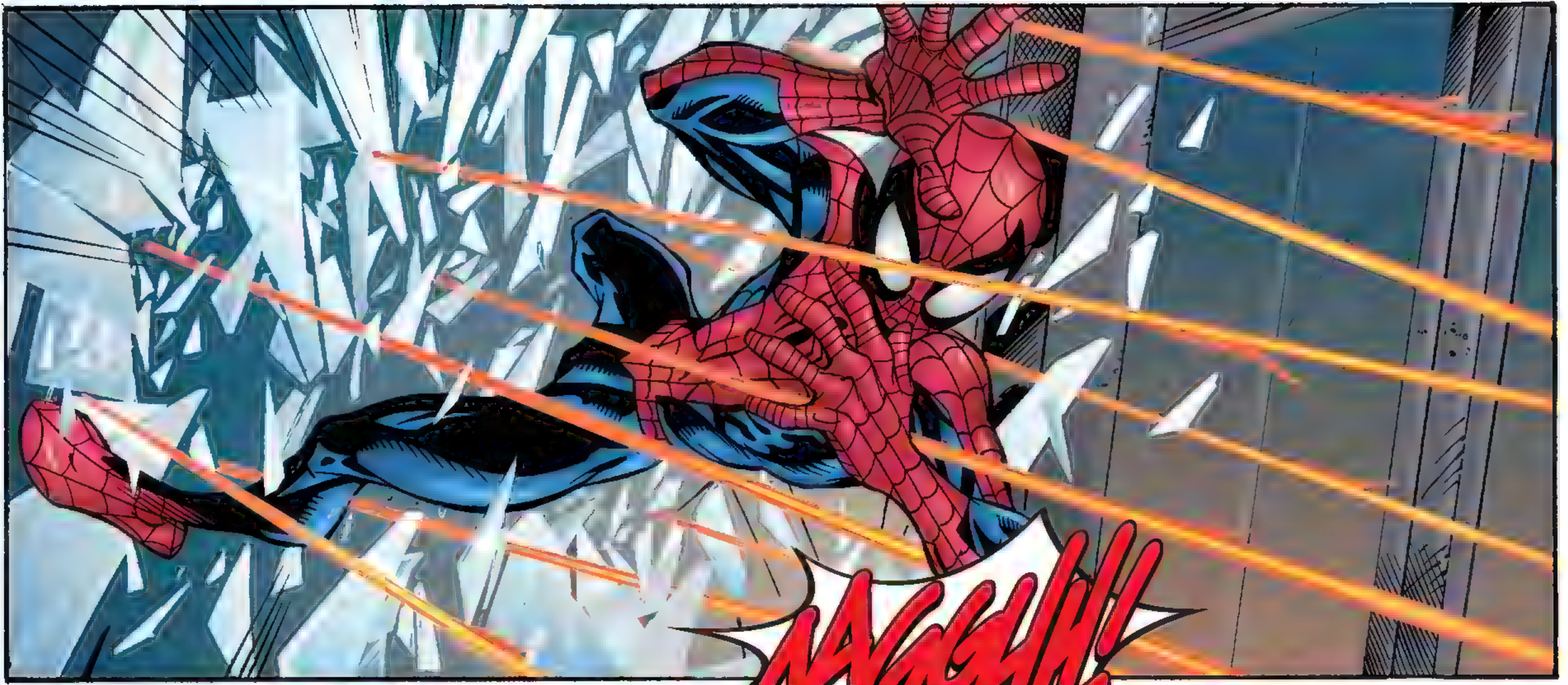
Please, guys, allow me!

I am dying to have a talk with this guy myself.













**To be  
continued...**





**ULTIMATE**

**SPIDER-MAN<sup>®</sup>**

ISSUE

**30**

**EMERGENCY**

**BENDIS  
BAGLEY  
THIBERT**

**MARVEL<sup>®</sup>**





Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

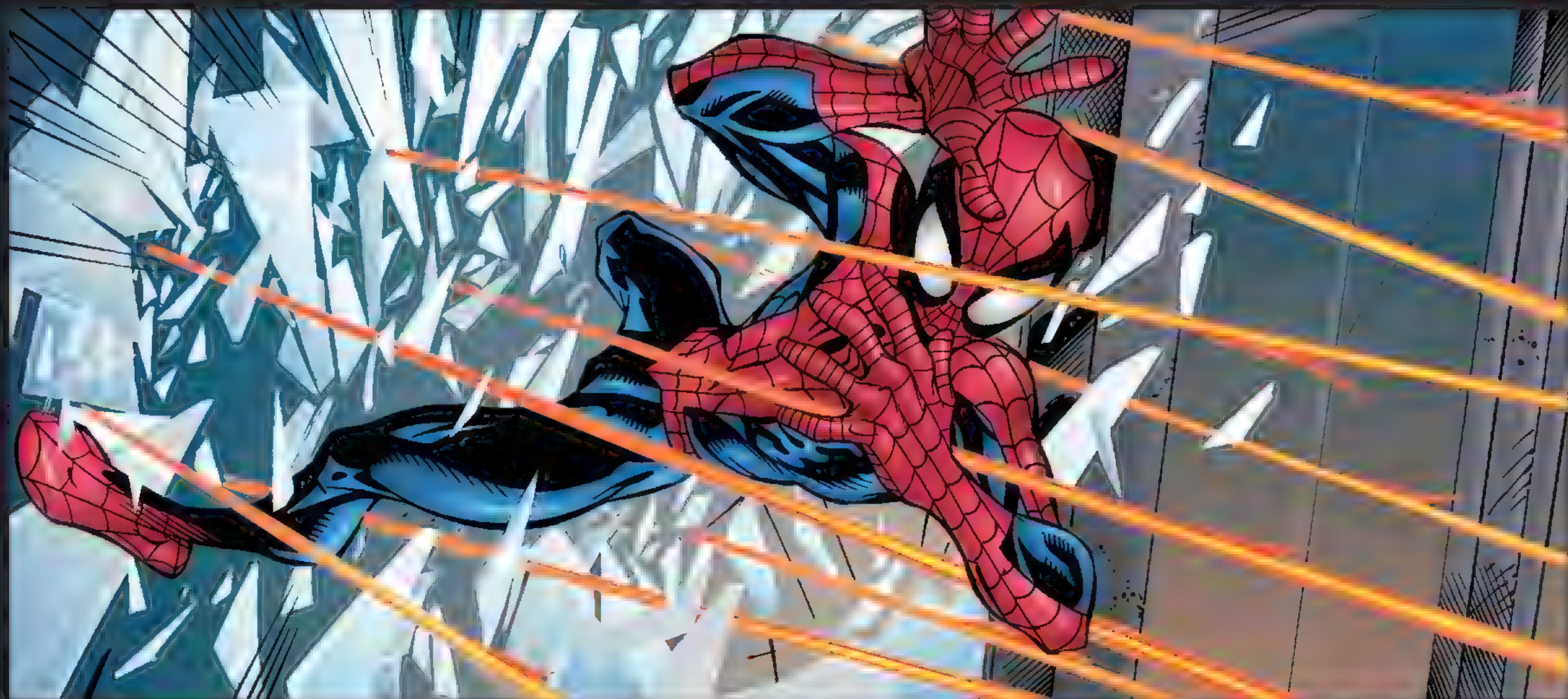
When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man.

But Spider-Man is viciously attacked by the police the second he shows up to the crime scene. Spider-Man is shot and falls to the ground at the feet of the rabid newsmedia and police...



# S t a n d a l e e p r e s e n t s : ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley

Art Thibert inks

Transparency Digital  
colors

Chris Eliopoulos  
letters

C.B. Cebulski  
associate editor

Brian Smith  
associate editor

Ralph Macchio  
editor

Joe Quesada  
editor in chief

Bill Jemas  
president & inspiration





STAY  
DOWN! STAY  
DOWN!!!

Don't  
you move!

Don't you  
move a muscle or  
I will blow your  
head off!!



AAAGGHH!!

Mmmmy  
shoulder!!  
Don't--

You  
are under  
arrest!!

My  
shoulder!!

GGGHHH!!



You have  
the right  
to remain  
silent!!

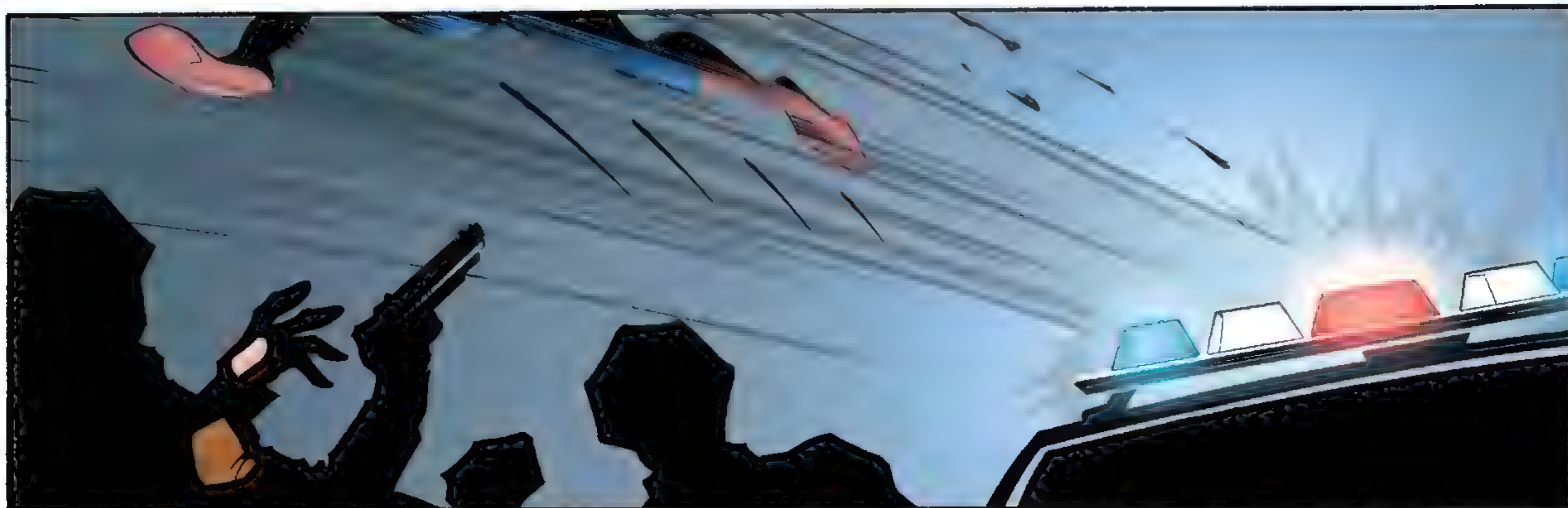
Oh no!  
Oh no!

GGLIAAAKK!!

Not again.  
Not--

AAAGGHH!!









BLAM! BLAM!

BLAM! BLAM!

Take him down!

Damn it!

That's-- That's amazing-- the guy took a bullet!

Hit him again!!



SPING

BLAM!

SPAKK

BLAM!

BLAM!



BLAM!

Ugh-- ugh-p-- oh no...

SPAKK

BLAM!

SPING



Ow! Oh my God!!

This can't be it!

I've-- ugh-- I've been shot! Oh my God!

Spinning. sPPP--

Going to-- Can't see straight.

My mask-- got to fix my mask. Can't see-- my arm!!

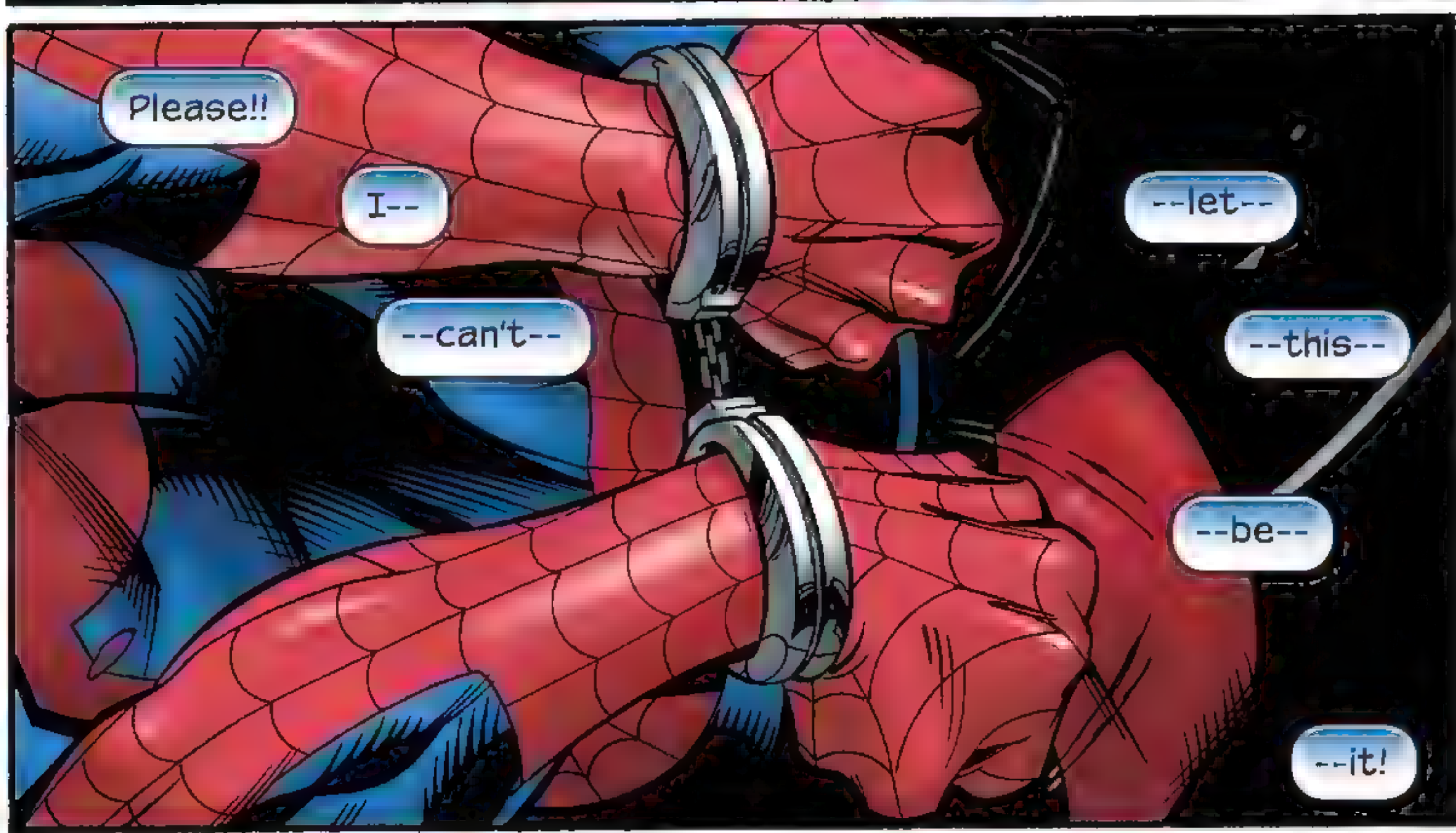


Please-- let me out of this. This can't be how it--!

AAAGGHHRR!!

Please-- Out of here.

Mary!



Please!!

I--

--can't--

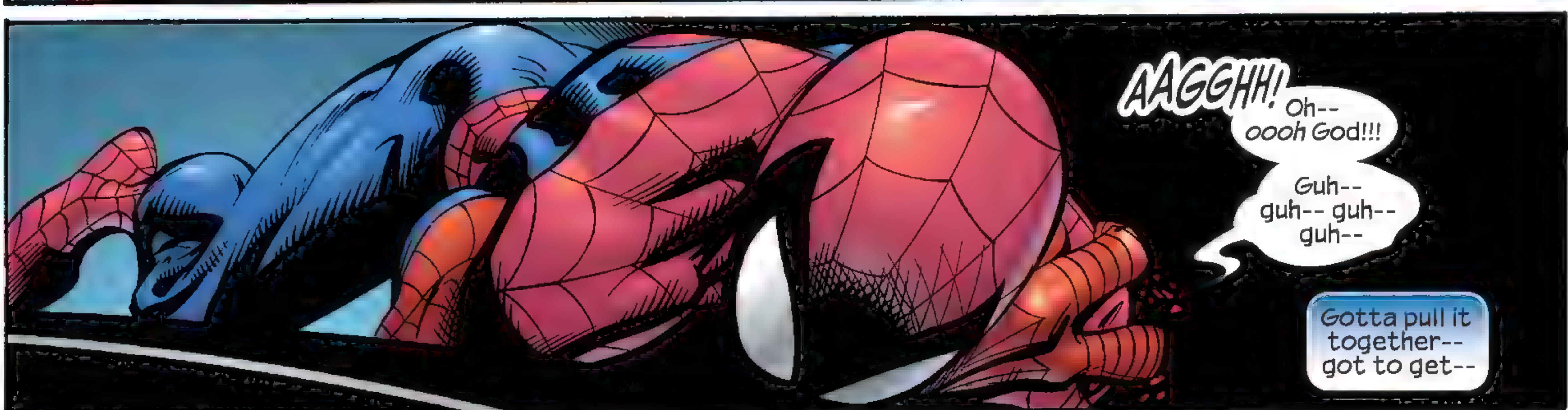
--let--

--this--

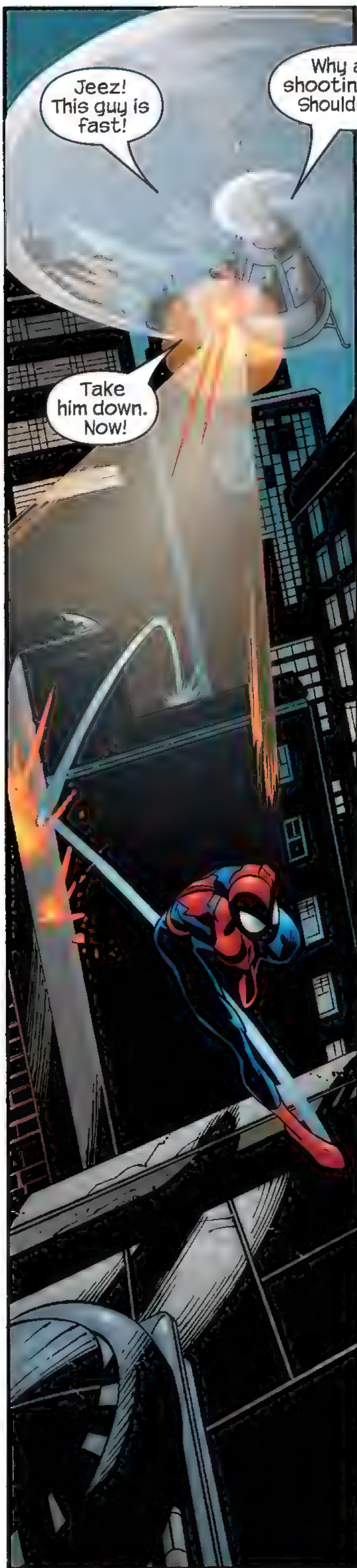
--be--

--it!









Jeez!  
This guy is  
fast!

Why are we  
shooting at him?  
Shouldn't we--?

Take  
him down.  
Now!



He resisted  
arrest! He  
attacked an  
officer!

But the  
horn said  
outside the  
store! I  
thought he  
was--

Do your  
job!

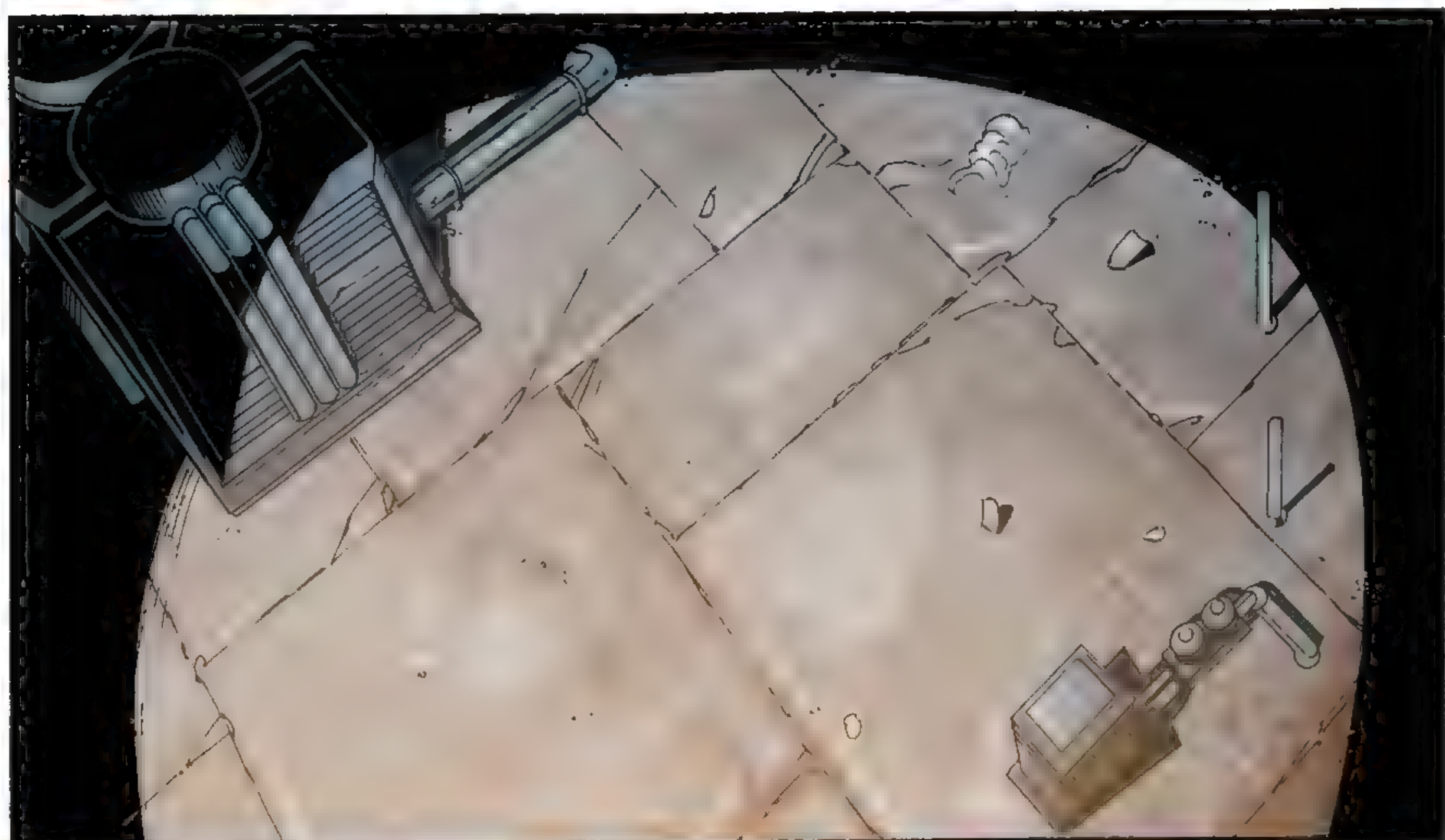
I'm  
just--

Do your  
job!!

Don't have  
to yell. I have  
feelings.



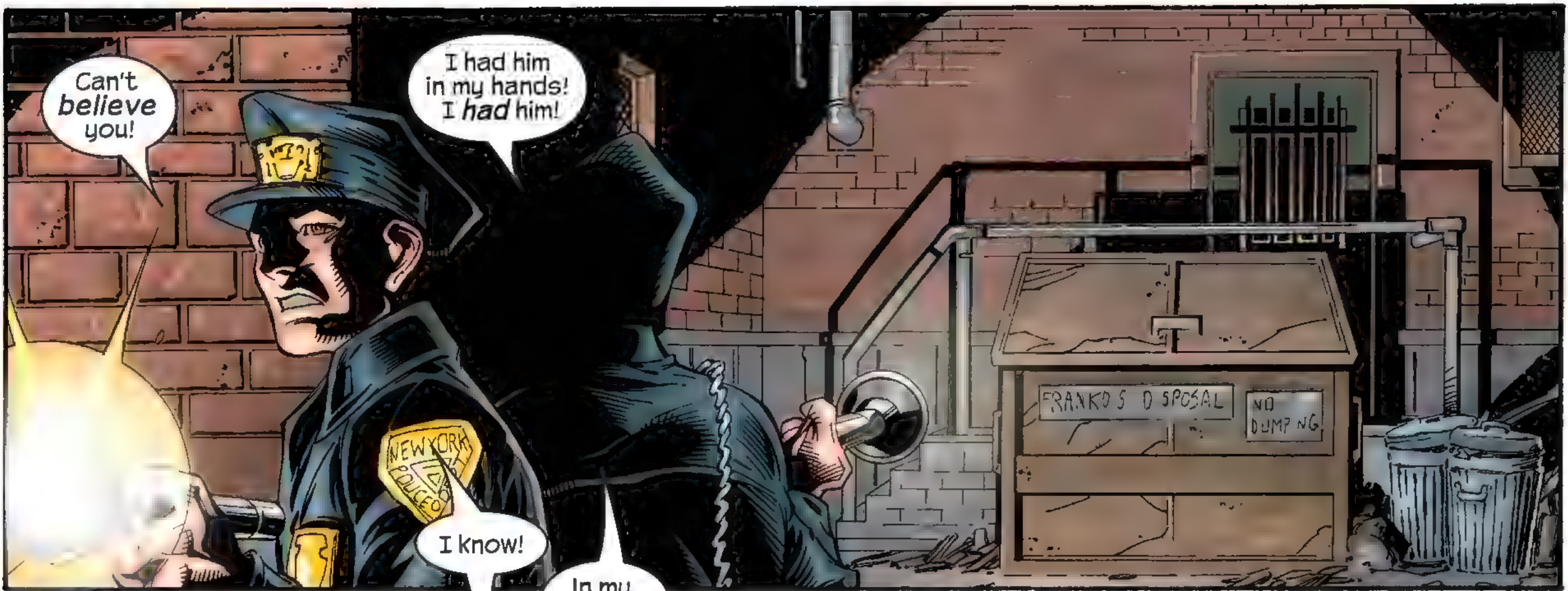
Uh...



This is bird four!  
We do not have  
a visual. Repeat:  
we do *not* have  
a visual!!

#%&!@!  
Where'd he  
go?!





Can't believe you!

I had him in my hands! I *had* him!

I know!

In my hands!



So, I'm going to have to listen to you whine about this for the rest of my life?



Oh, God...

I'm going to throw up!

My shoulder's on fire. It's infected already!

I've been shot-- ah!



God! I've been shot!

I- I- I- don't know what to do...

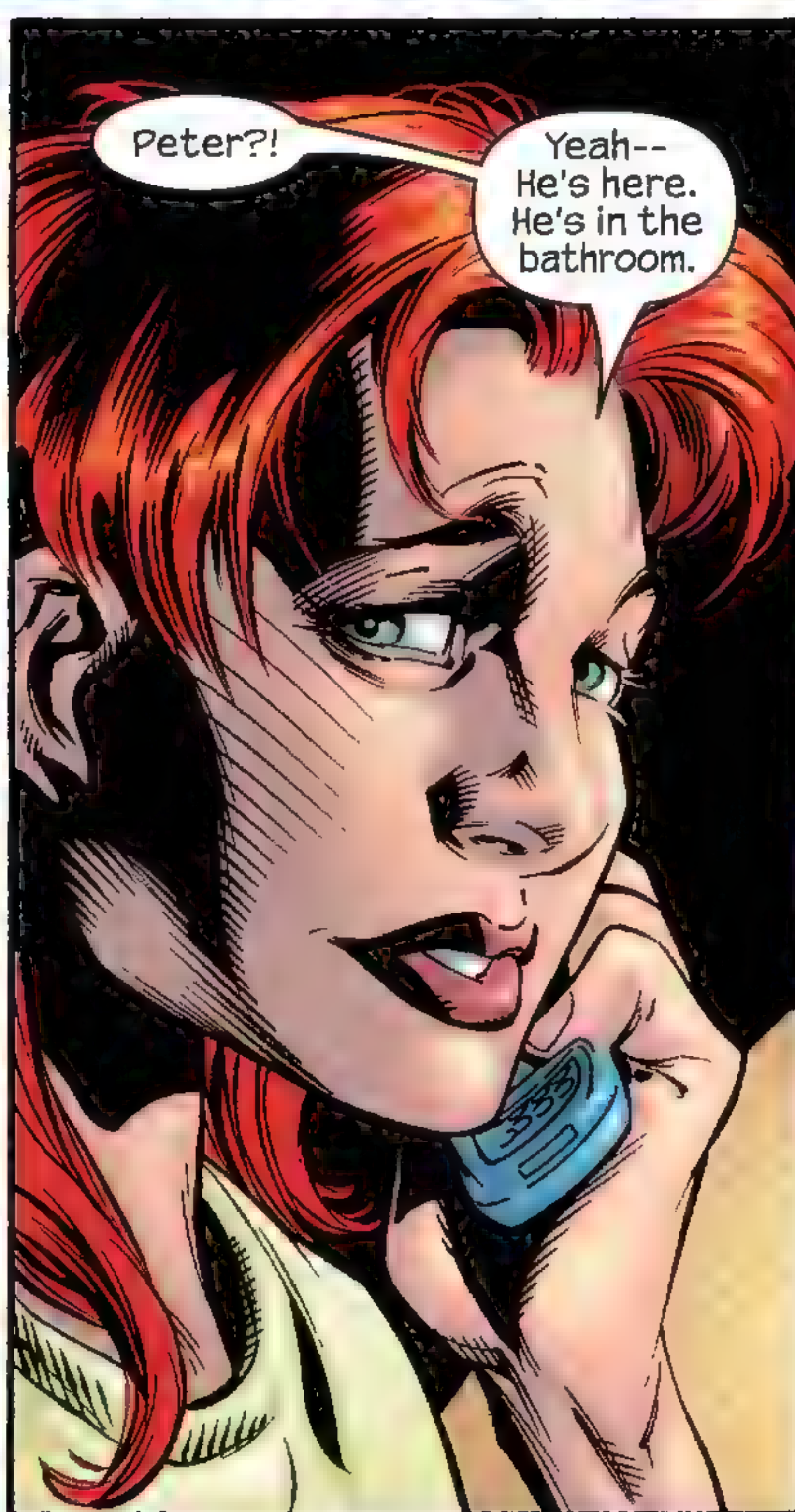
I didn't think--



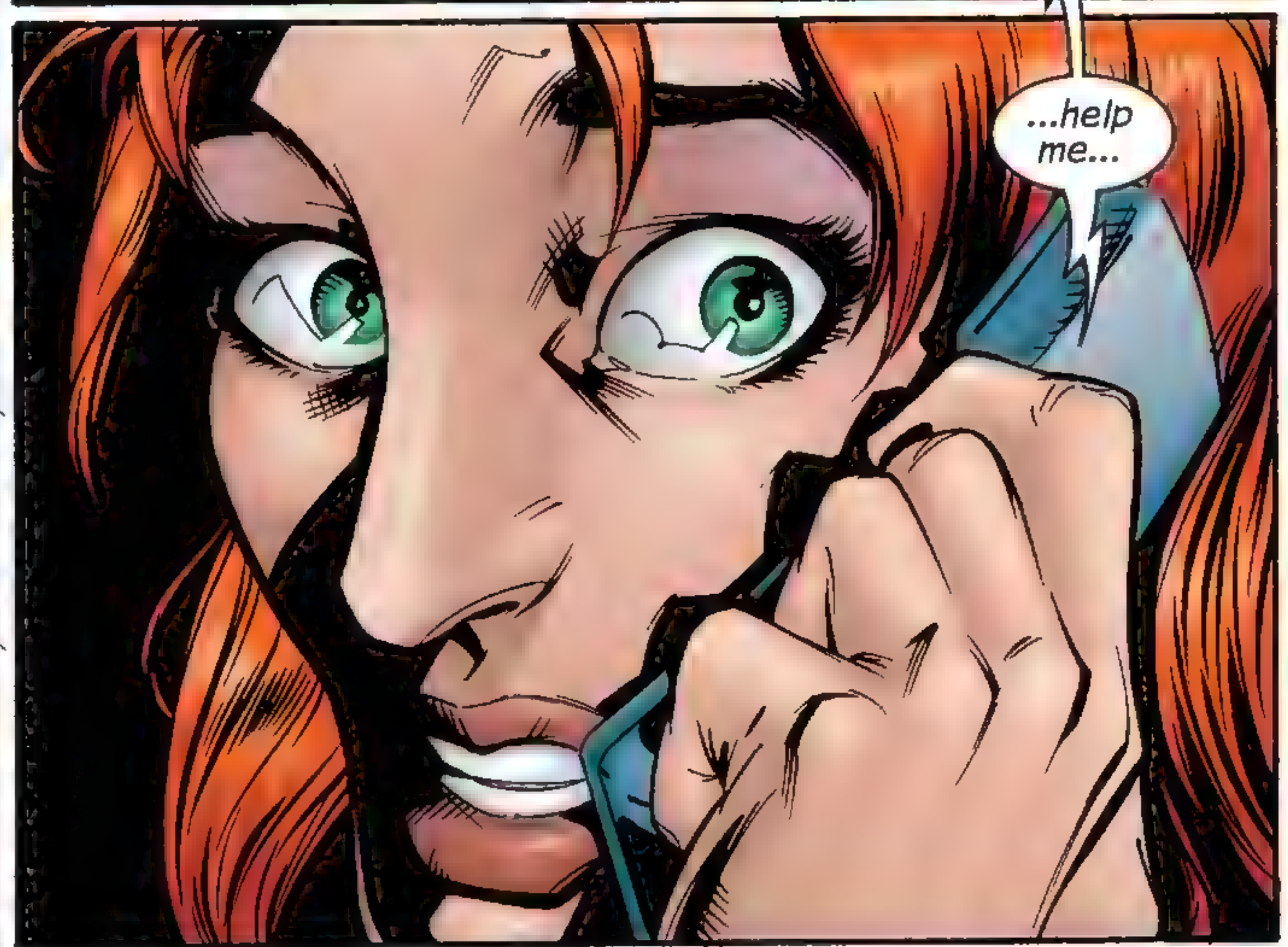
I- I didn't...

**PLOOSH**

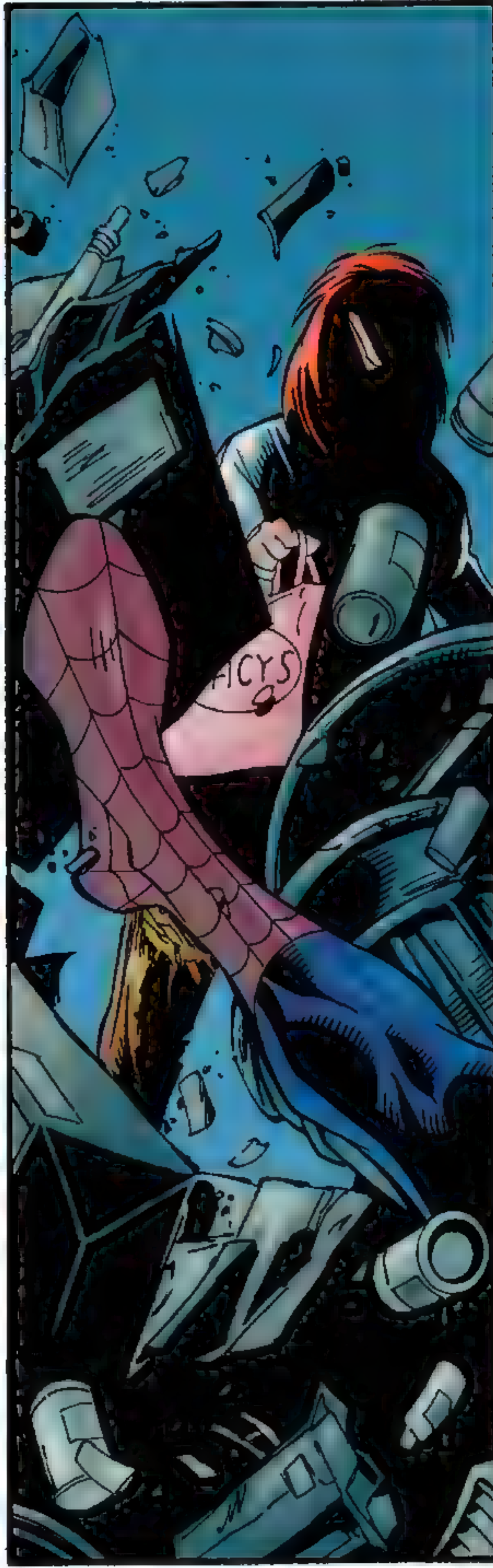
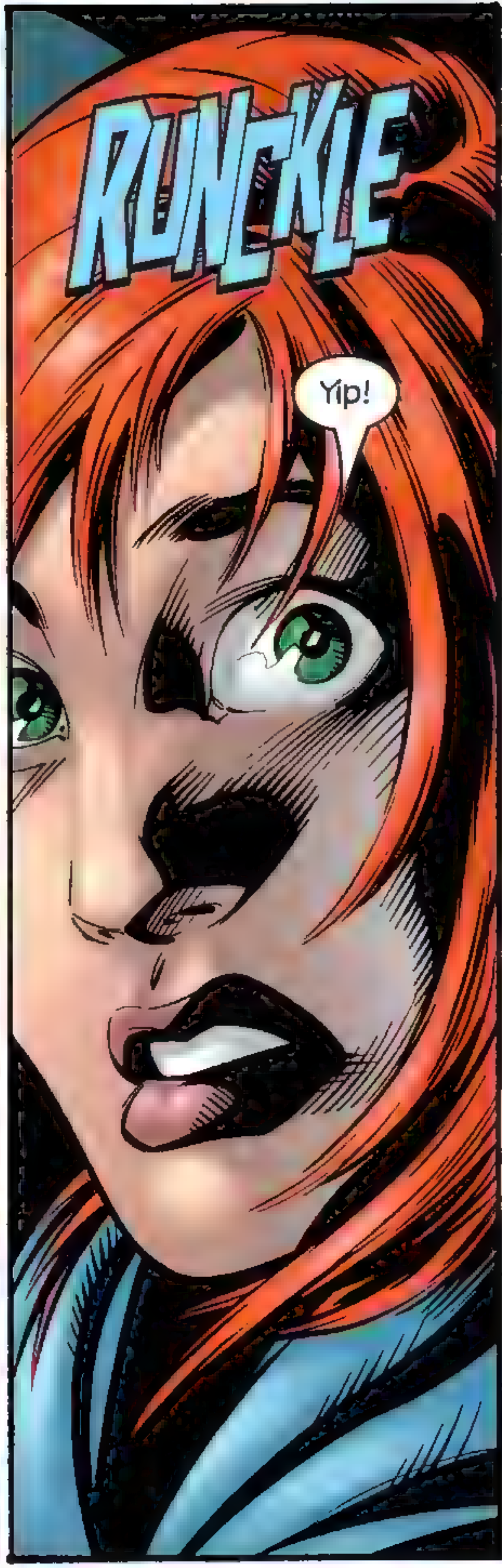




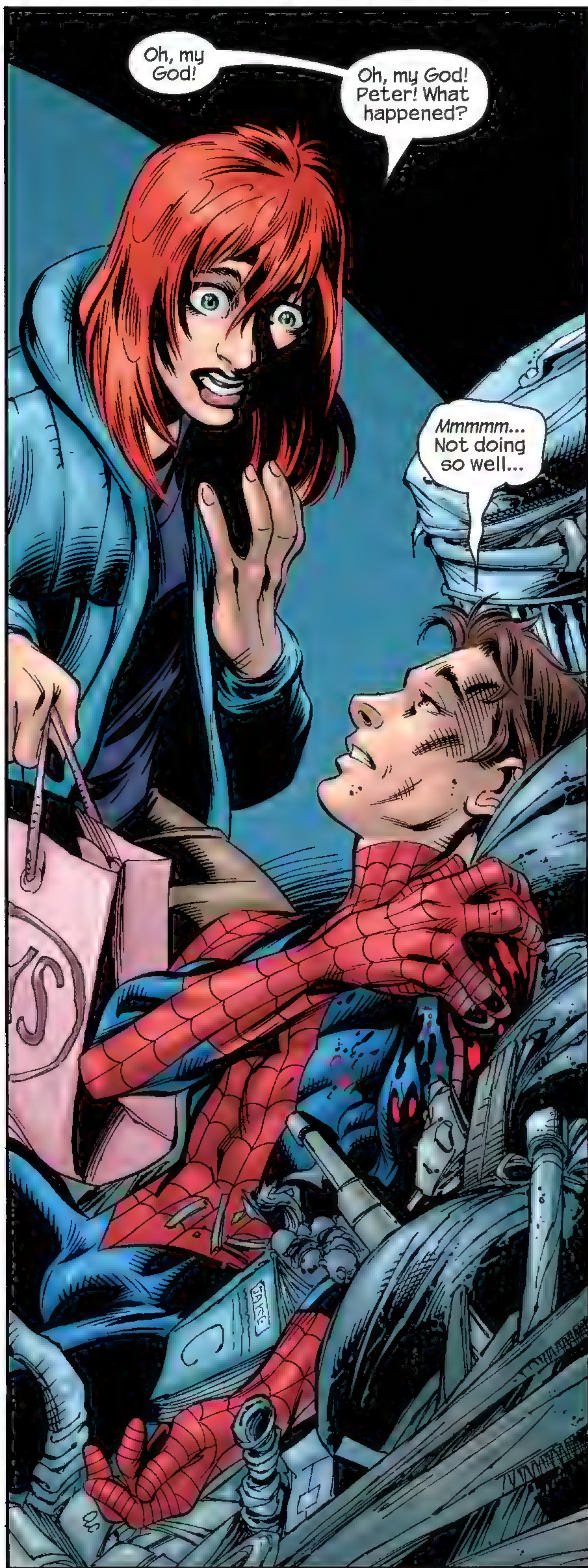












Oh, my God!

Oh, my God! Peter! What happened?

Mmmmm... Not doing so well...



I-I-I brought some-- oh, man--

I brought some clothes and some first aid-- I didn't know what to bring. I just...



Oh, my God, Peter!!

We have to get you to a hospital!

They'll arrest me! I don't-- I don't know what to do.

We have to call your Aunt May!



No. No, we can't.

We have to!

No! My-- my Uncle Ben. **UGH!**

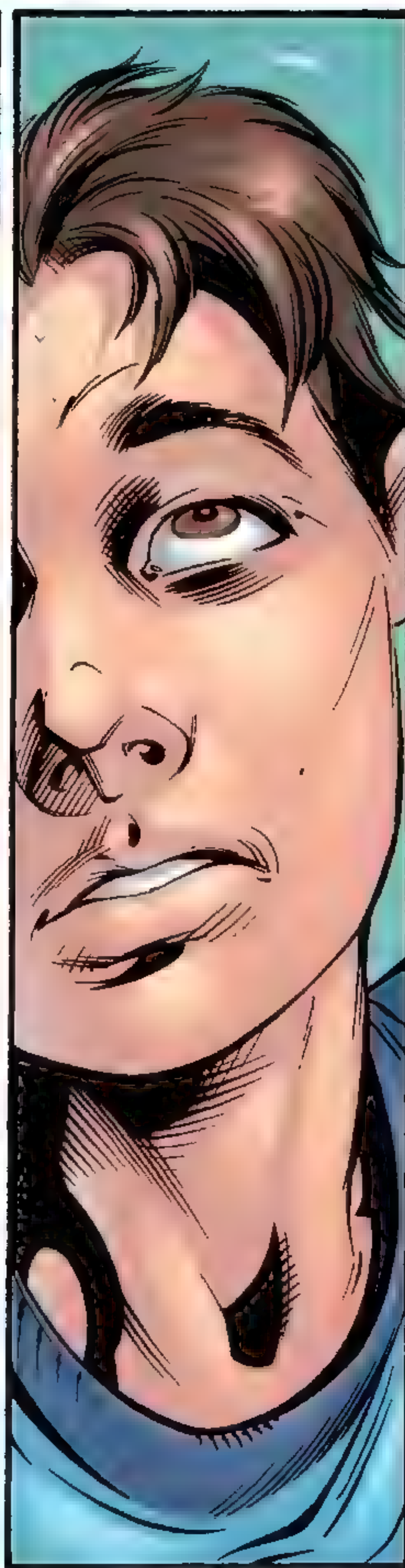
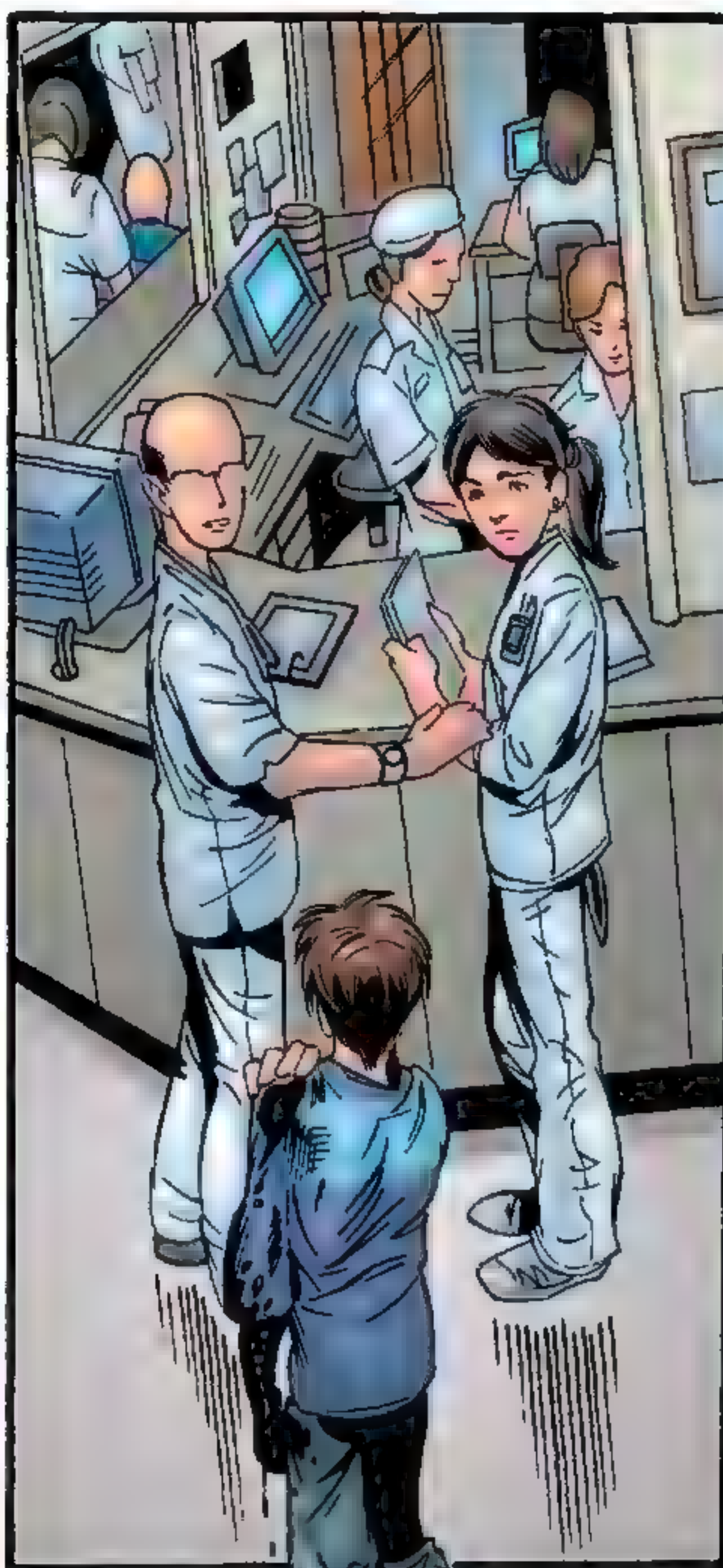
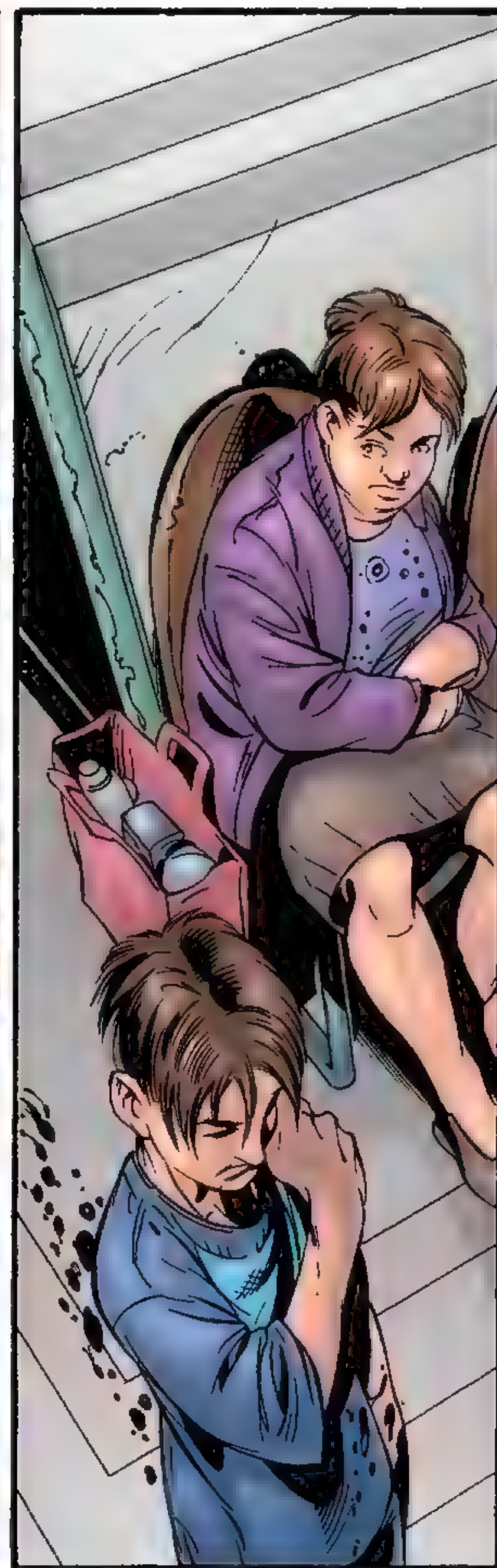
Uncle Ben was shot. This will-- this will kill her.



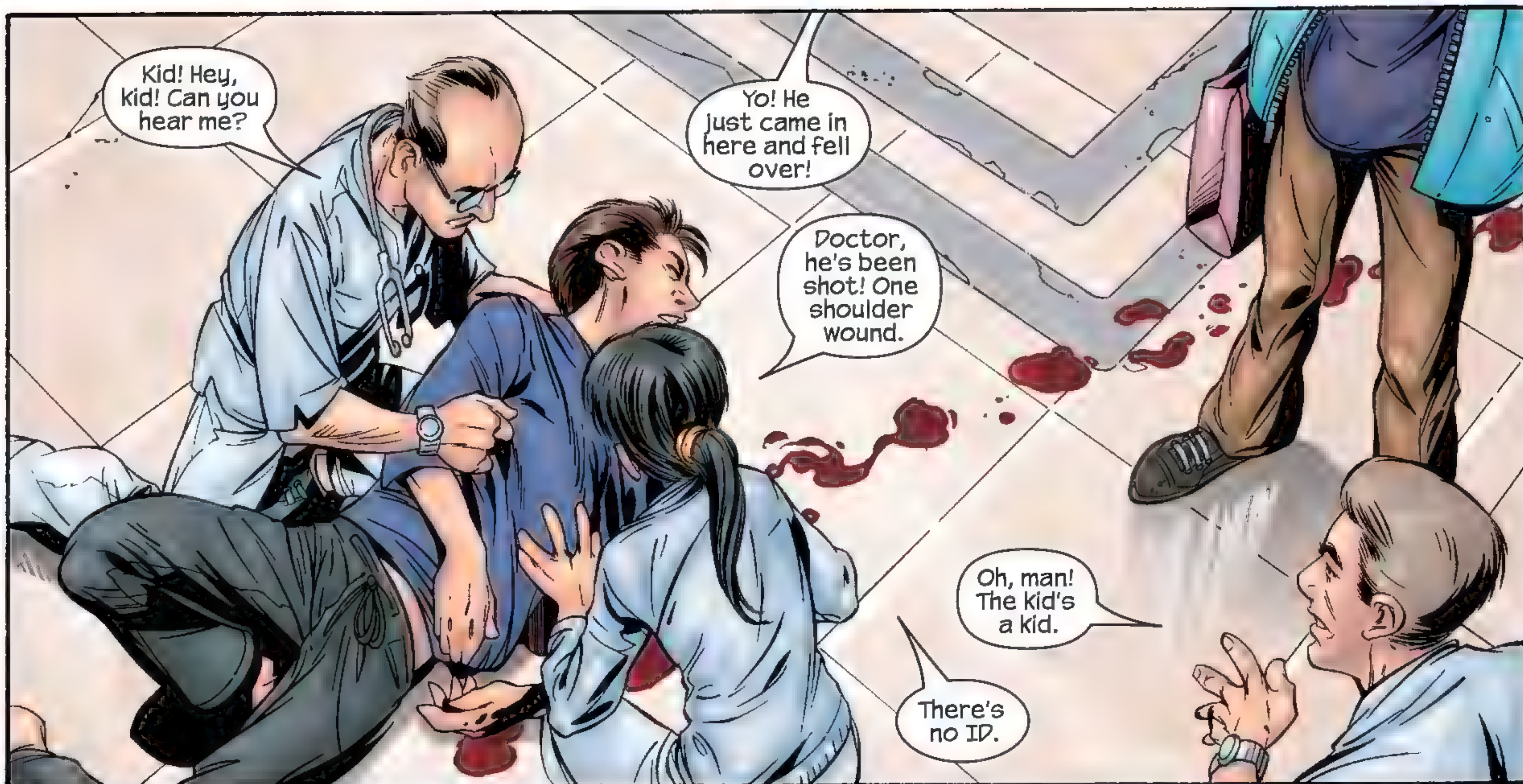
Aagghh! I don't know what to do...

I think I do.

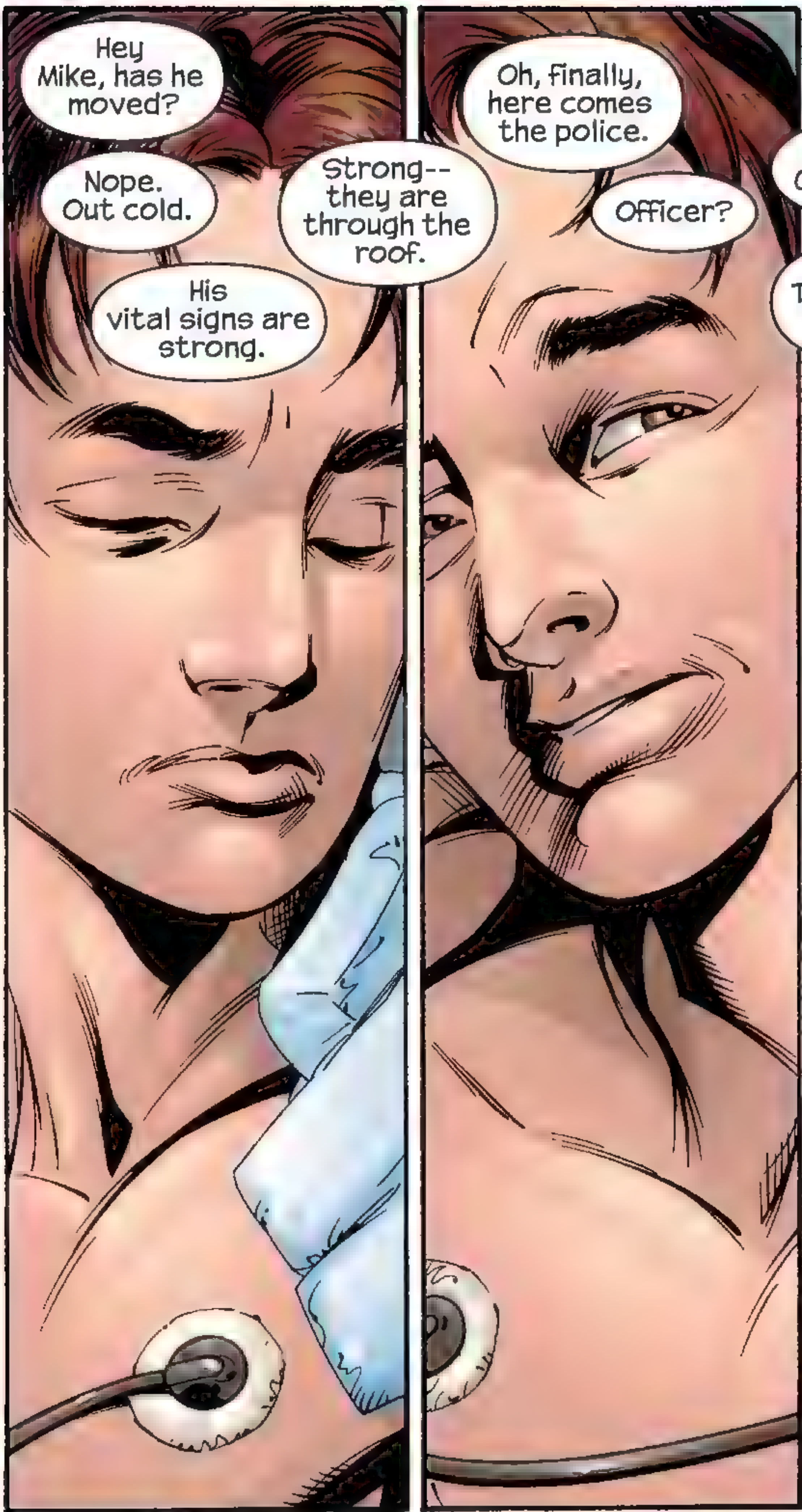












Hey Mike, has he moved?

Nope. Out cold.

Strong-- they are through the roof.

His vital signs are strong.

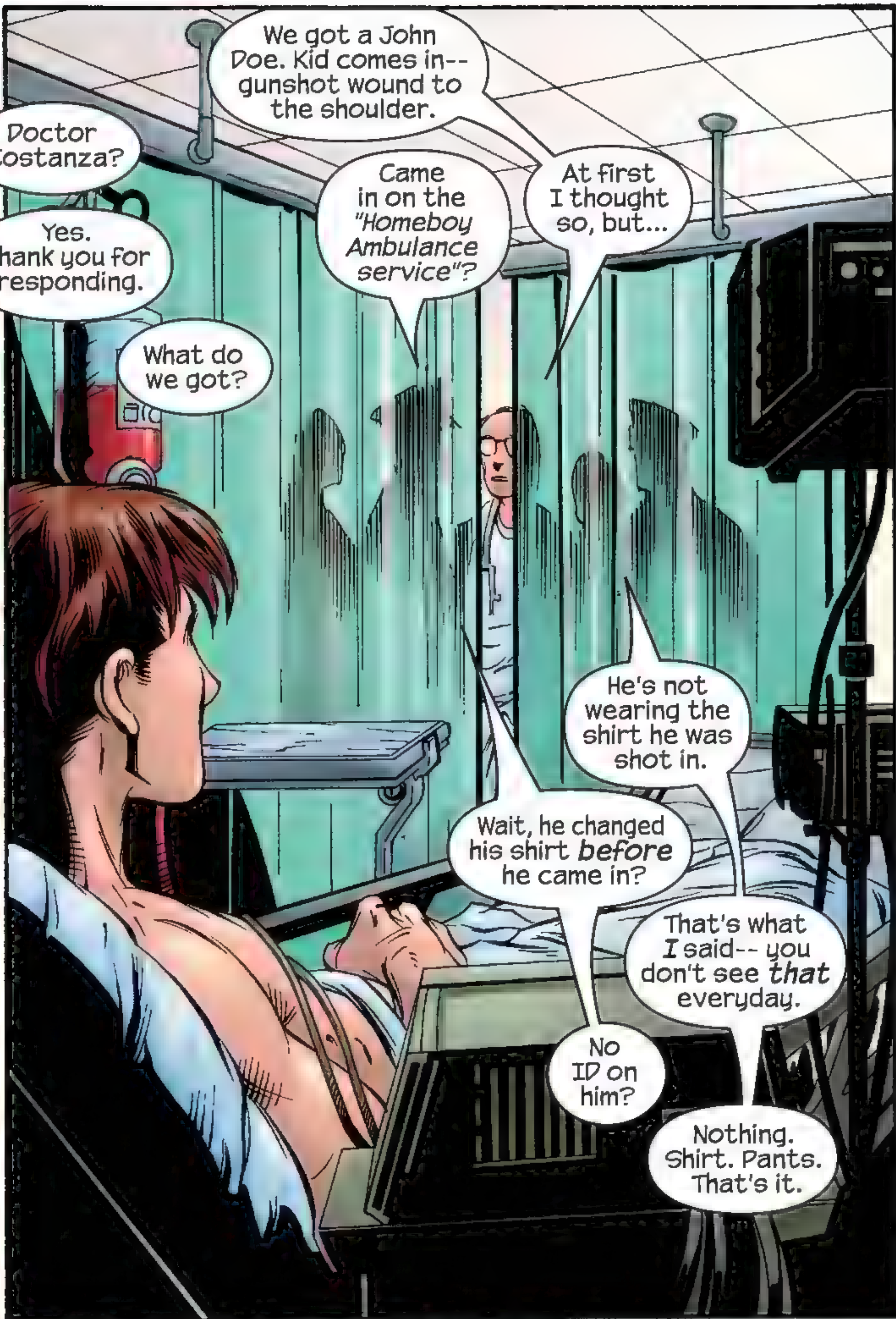
Oh, finally, here comes the police.

Officer?

Doctor Costanza?

Yes. Thank you for responding.

What do we got?



We got a John Doe. Kid comes in-- gunshot wound to the shoulder.

Came in on the "Homeboy Ambulance service"?

At first I thought so, but...

He's not wearing the shirt he was shot in.

Wait, he changed his shirt *before* he came in?

That's what I said-- you don't see *that* everyday.

No ID on him?

Nothing. Shirt. Pants. That's it.



It's a kid-- I'd say-- seventeen years old.

Fifteen.

Is he awake?

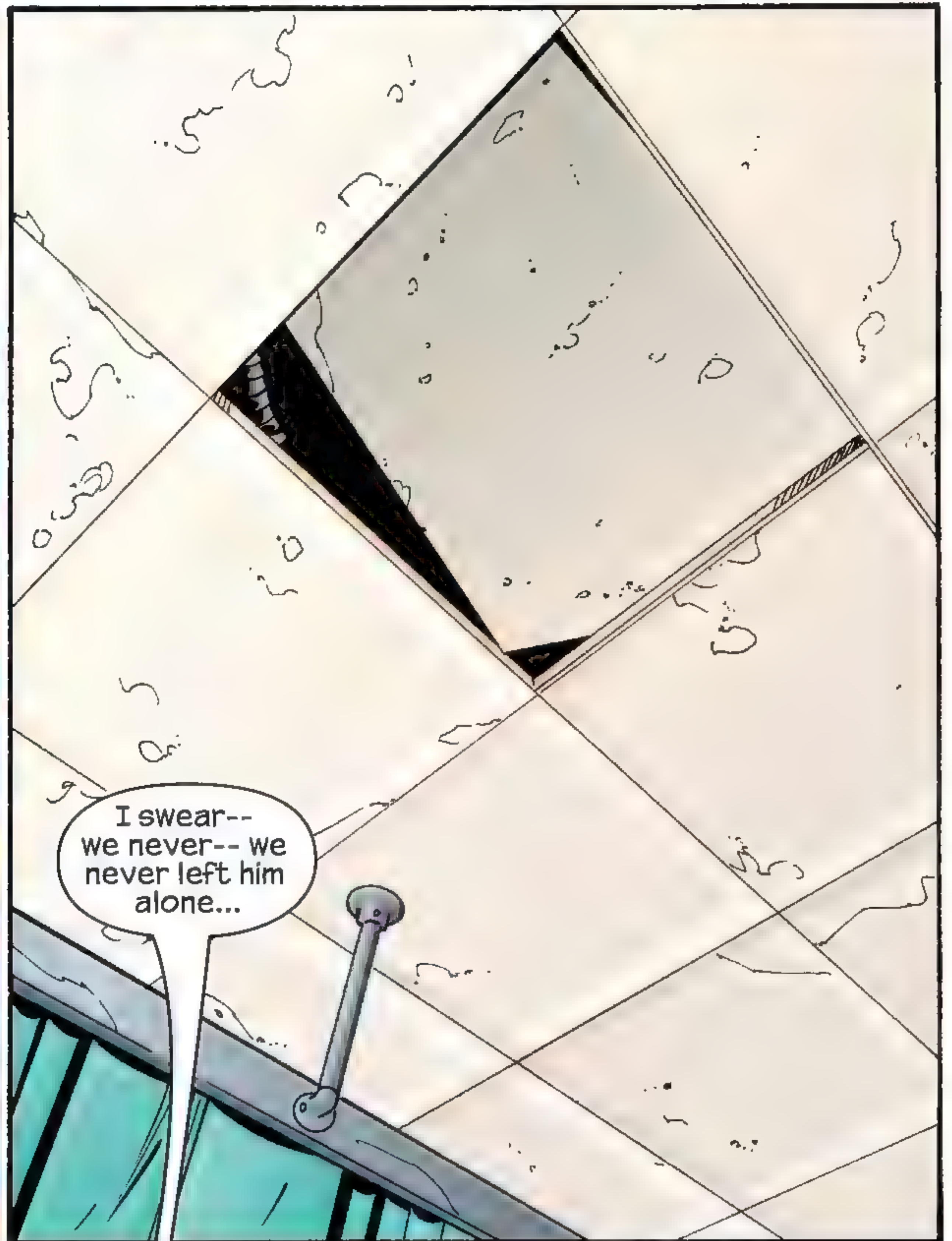
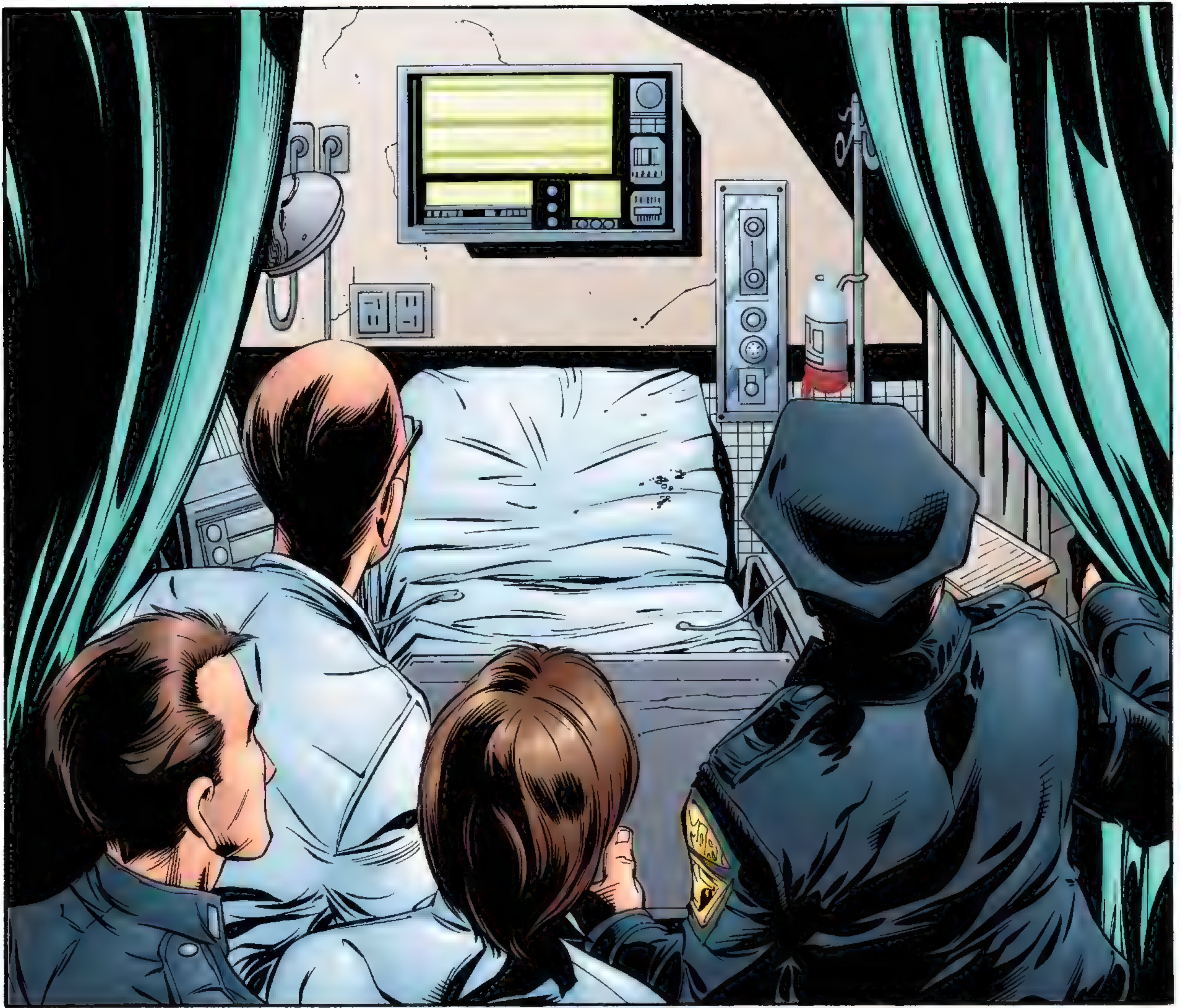
Not yet.



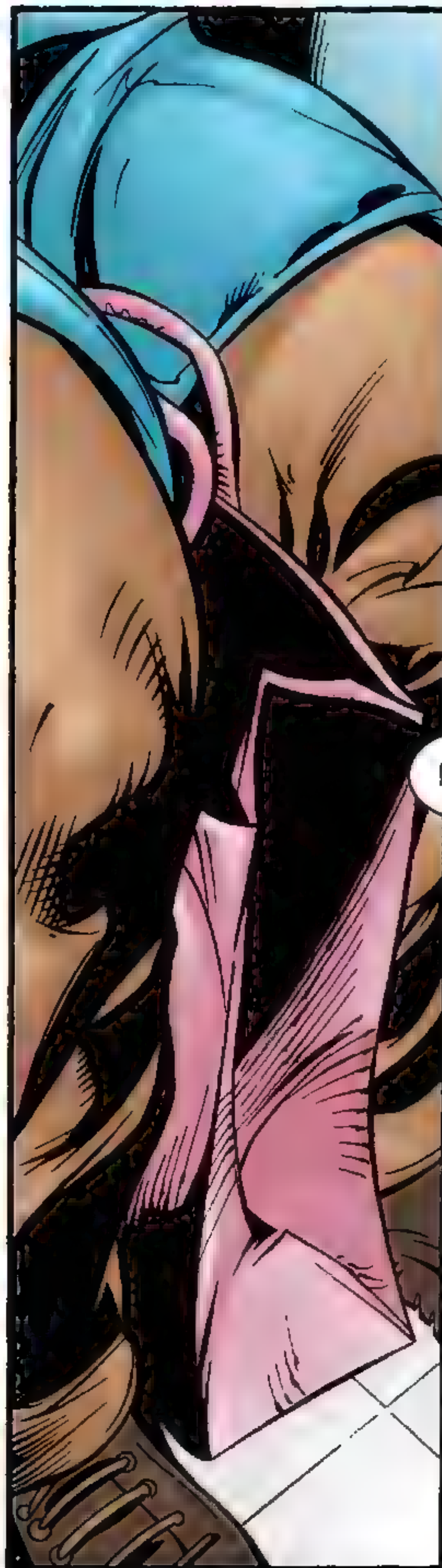
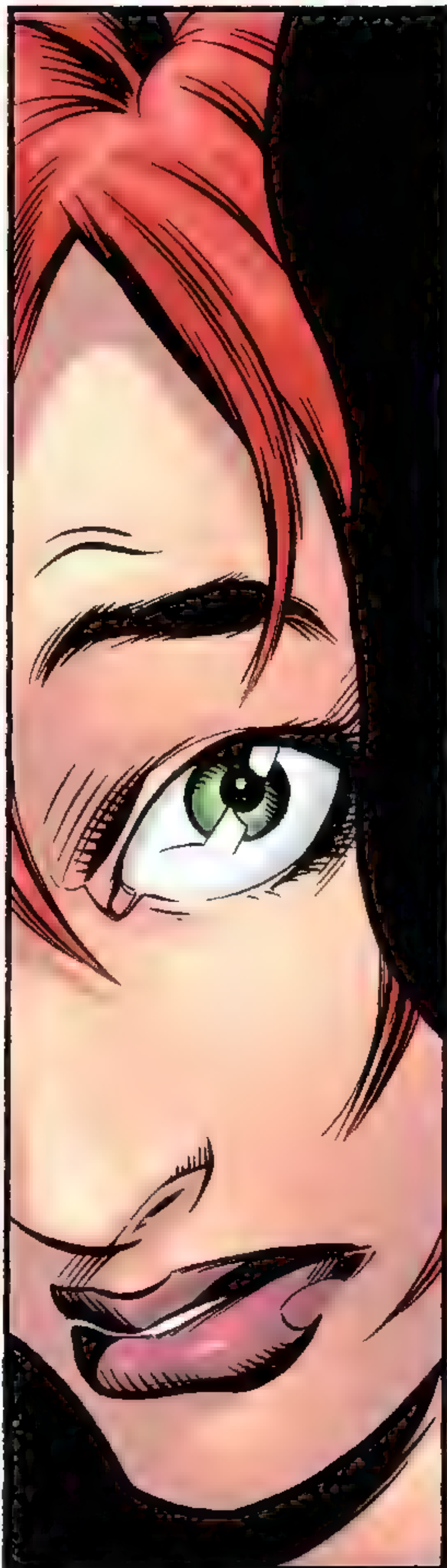
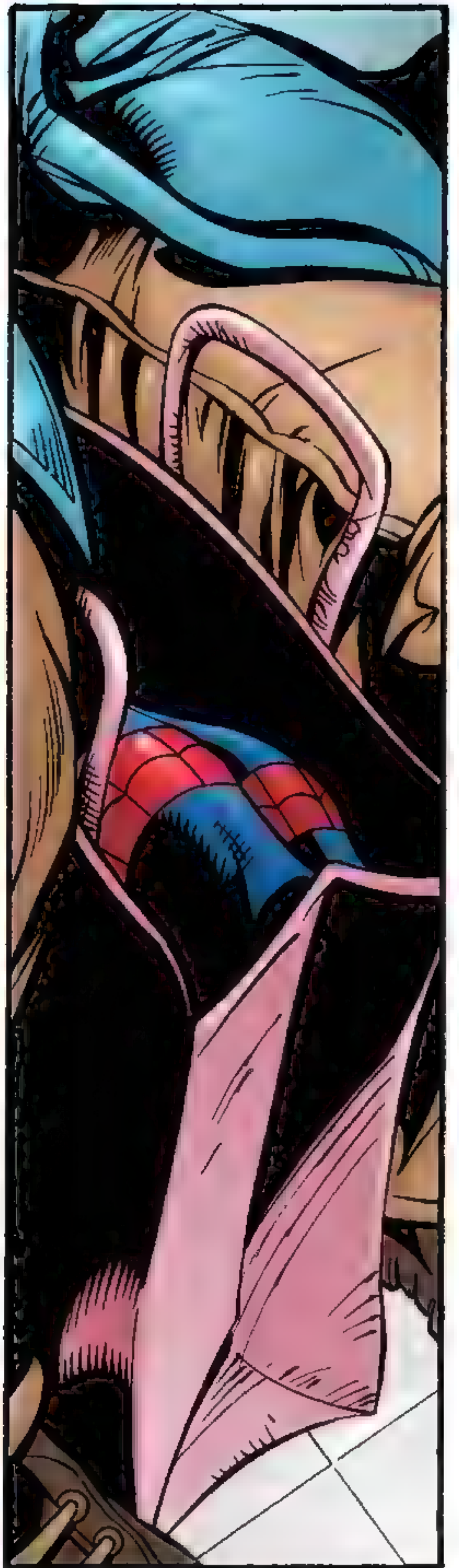
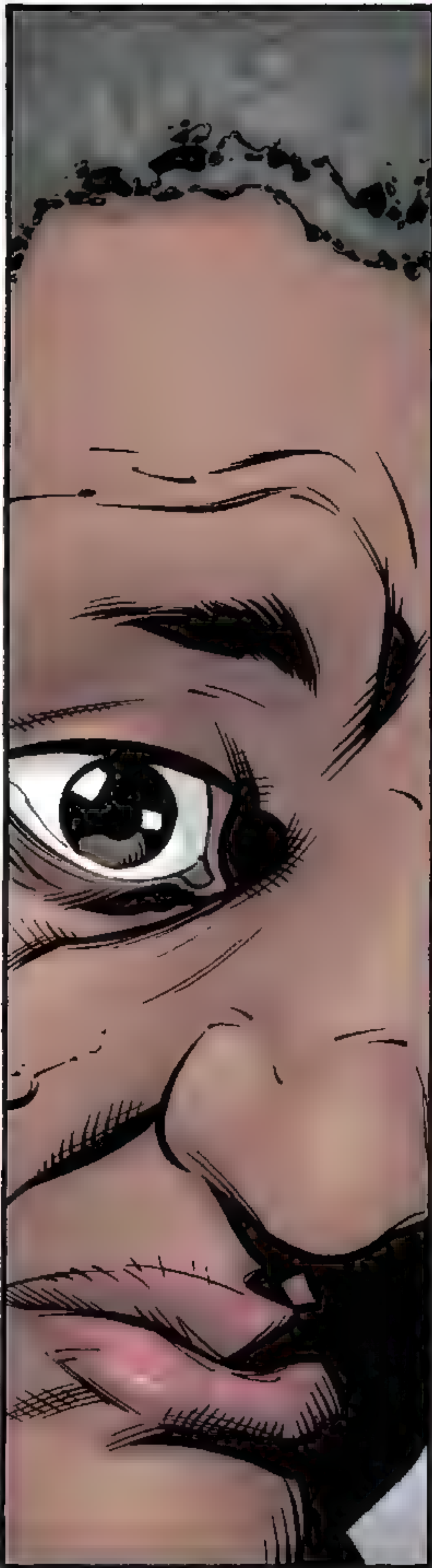
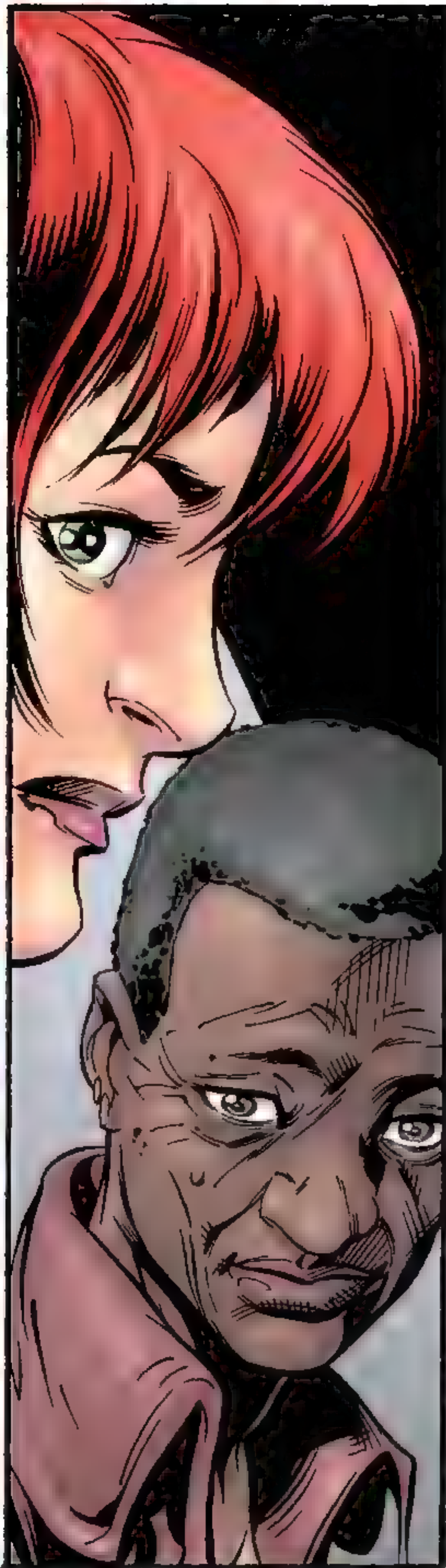
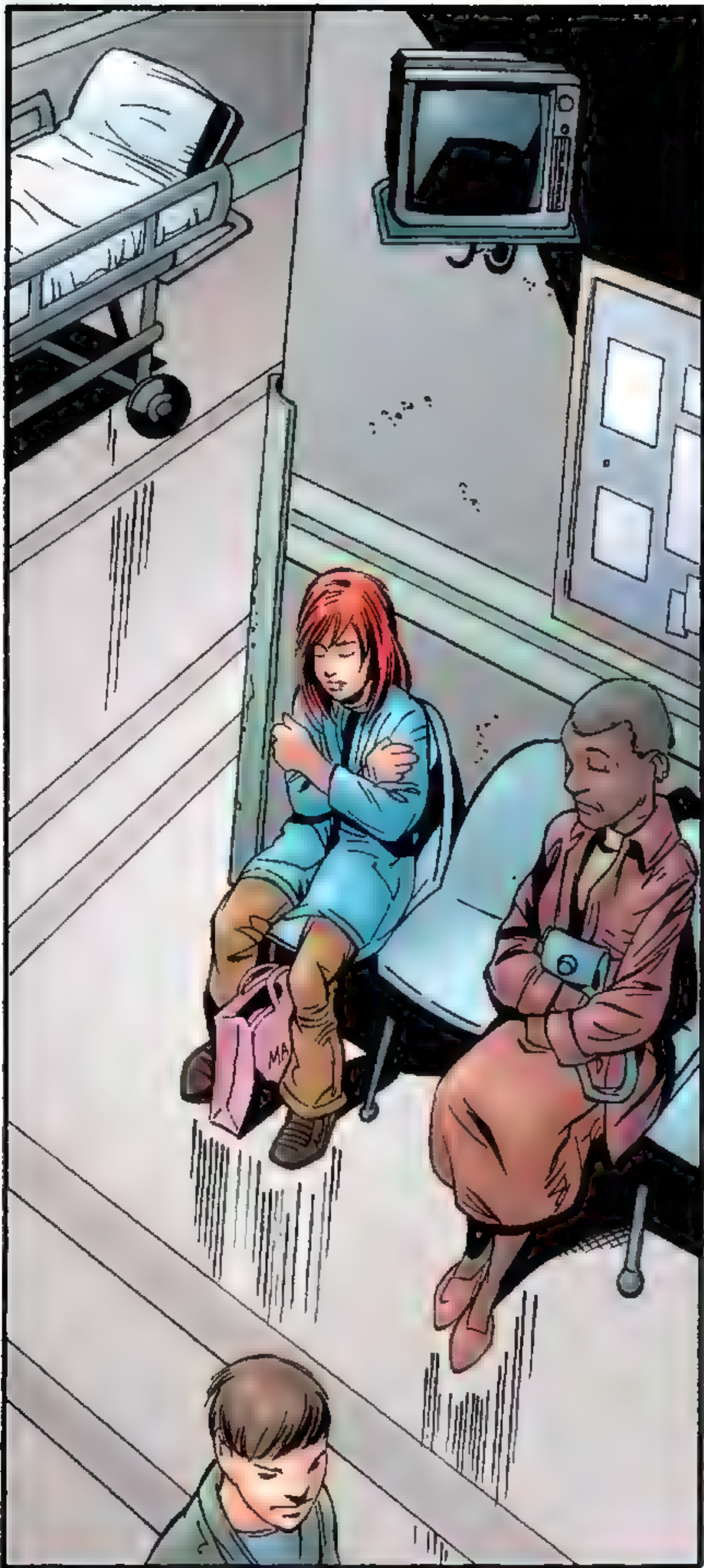
Let him sleep because we just--

I'm just going to see if I can get a name out of him so we can process a--

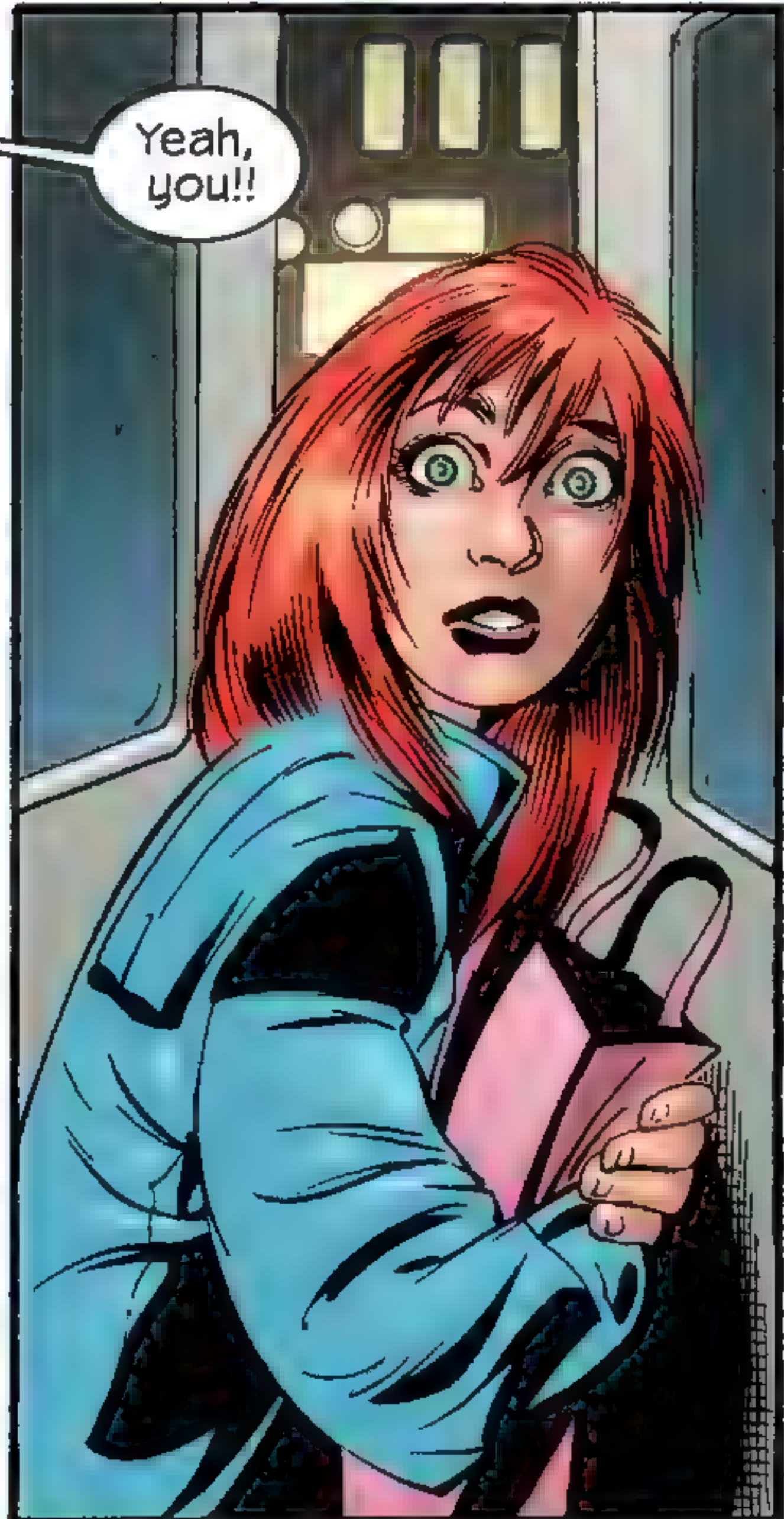
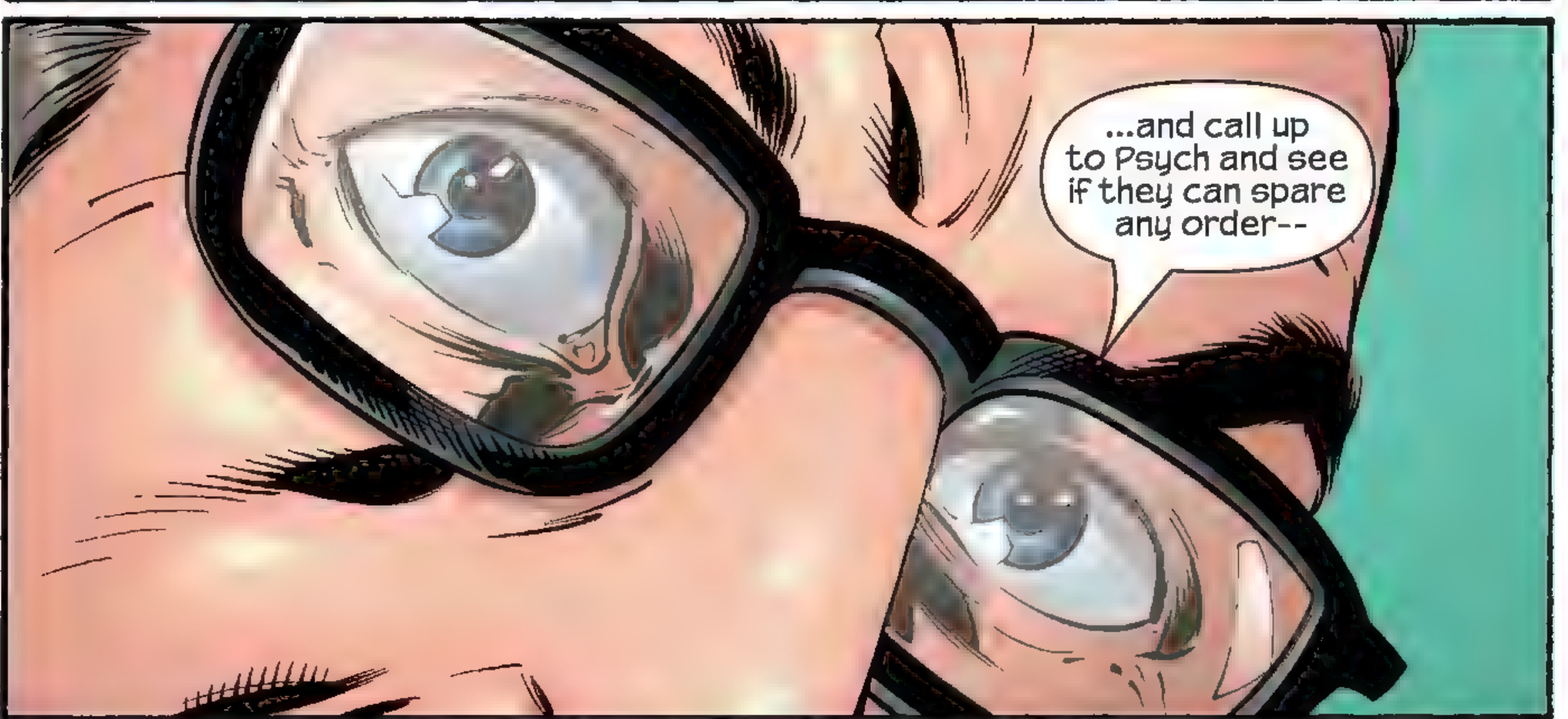
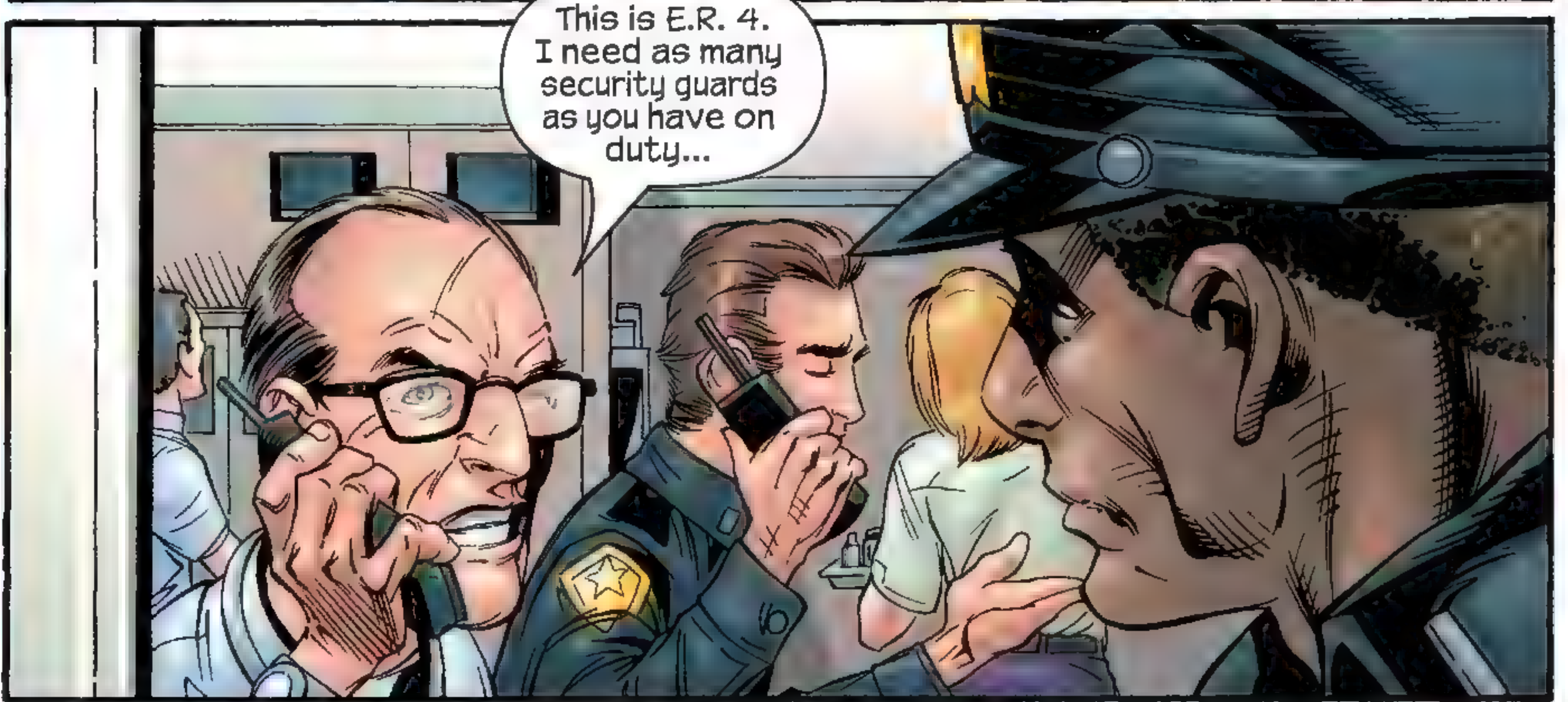




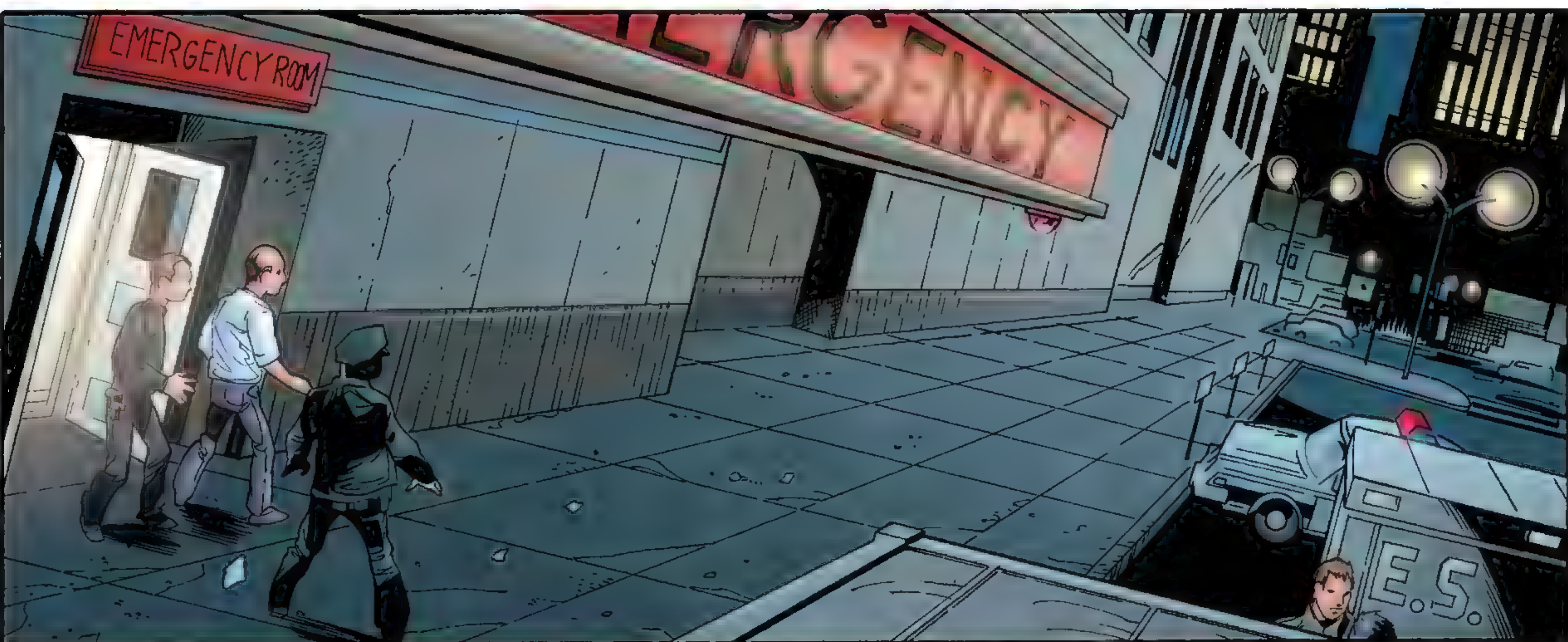
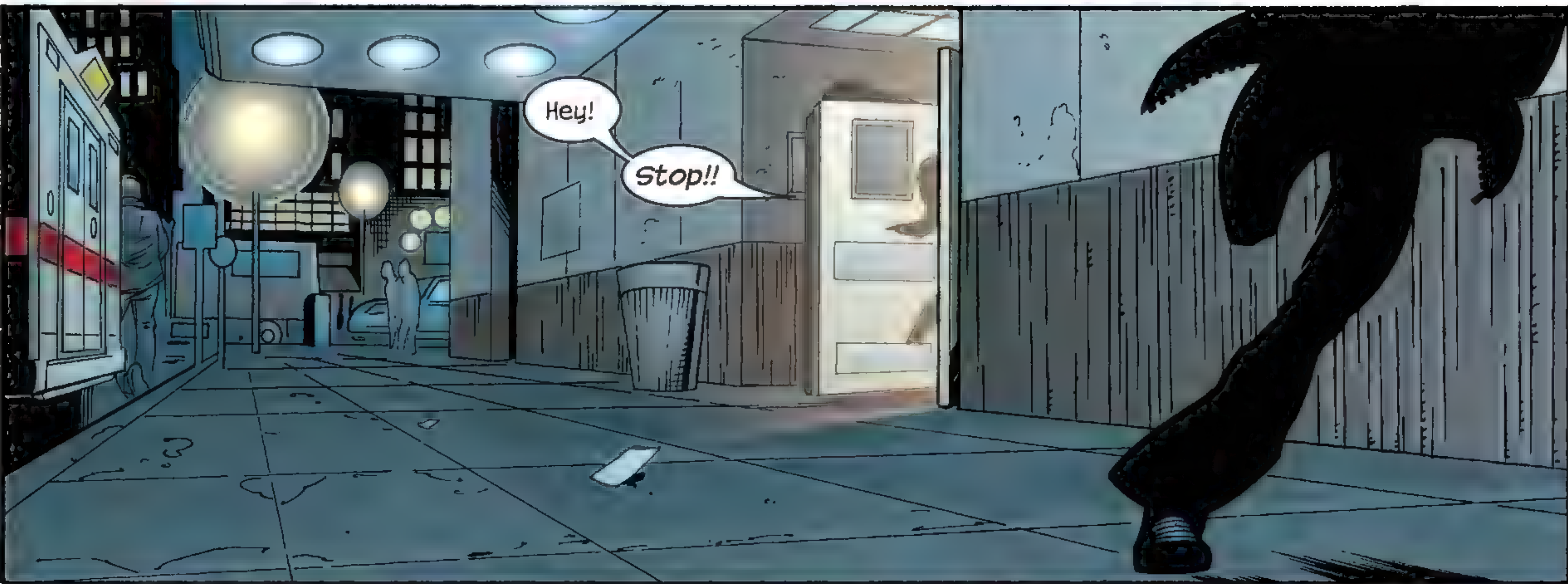
















Ow!

Oh, my God-- I'm going to faint.

Just get me home first.

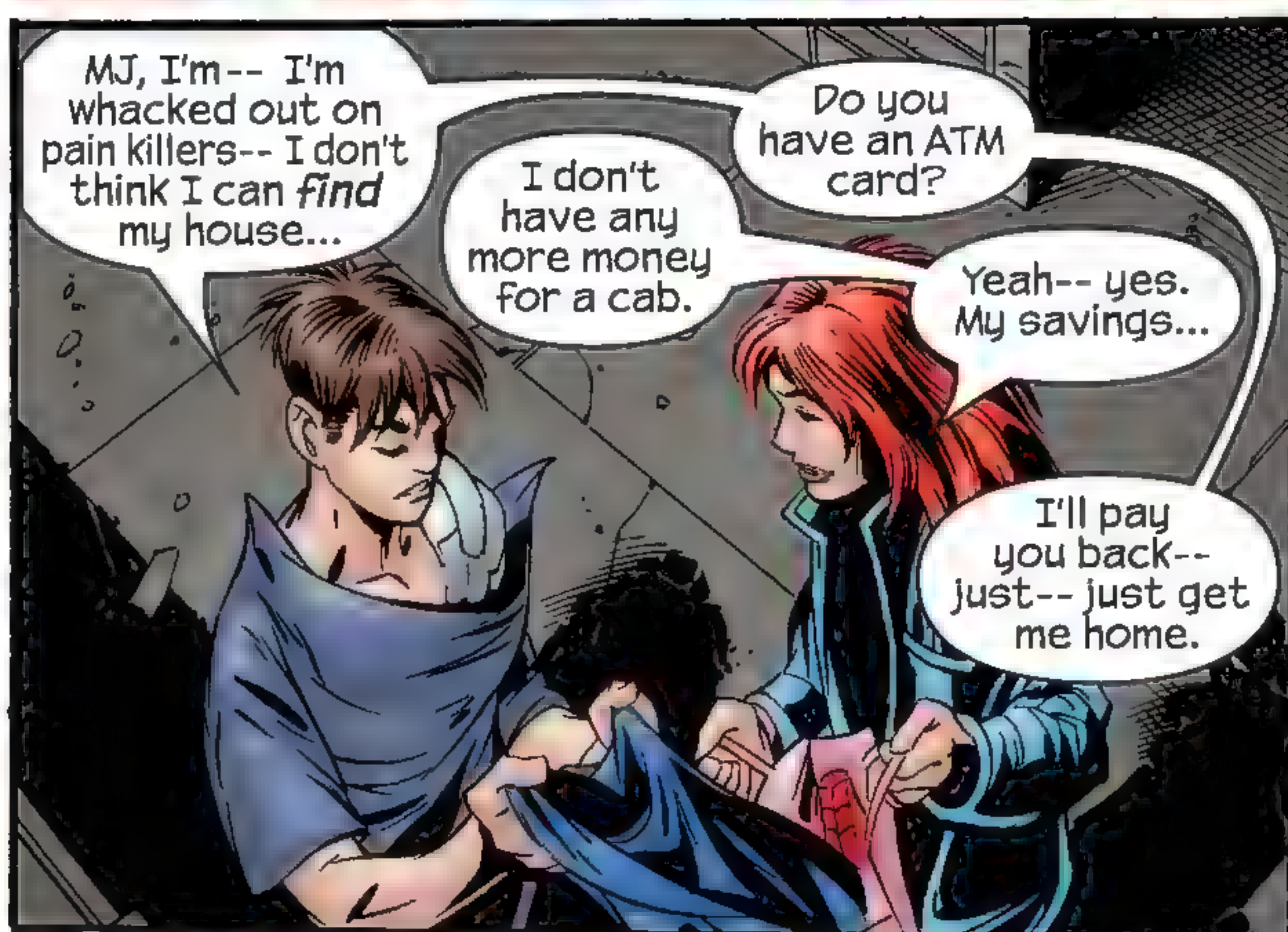


What?

I can see your tushy.

Give me my pants. And my web shooters.

Can you swing us home?



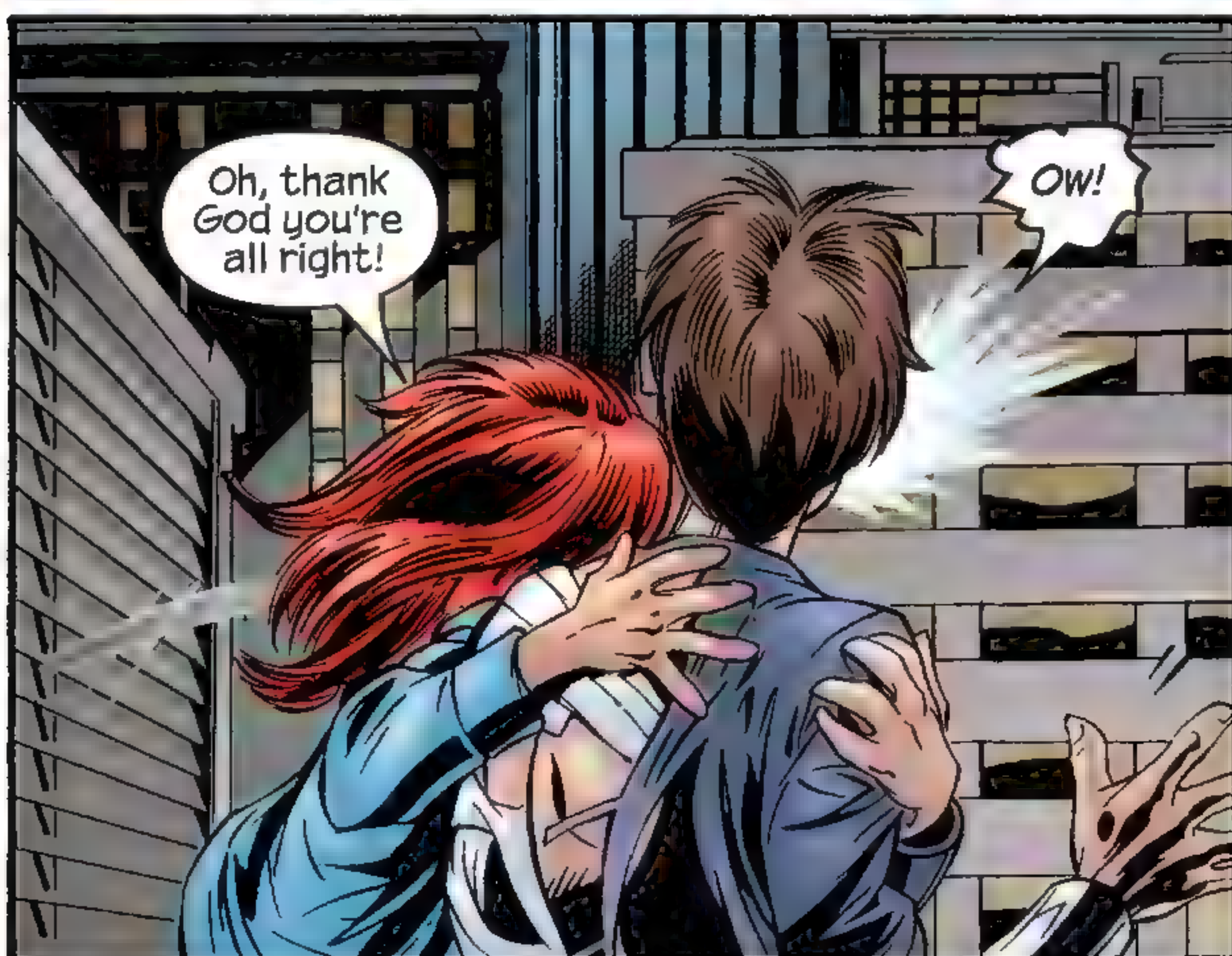
MJ, I'm-- I'm whacked out on pain killers-- I don't think I can find my house...

I don't have any more money for a cab.

Do you have an ATM card?

Yeah-- yes. My savings...

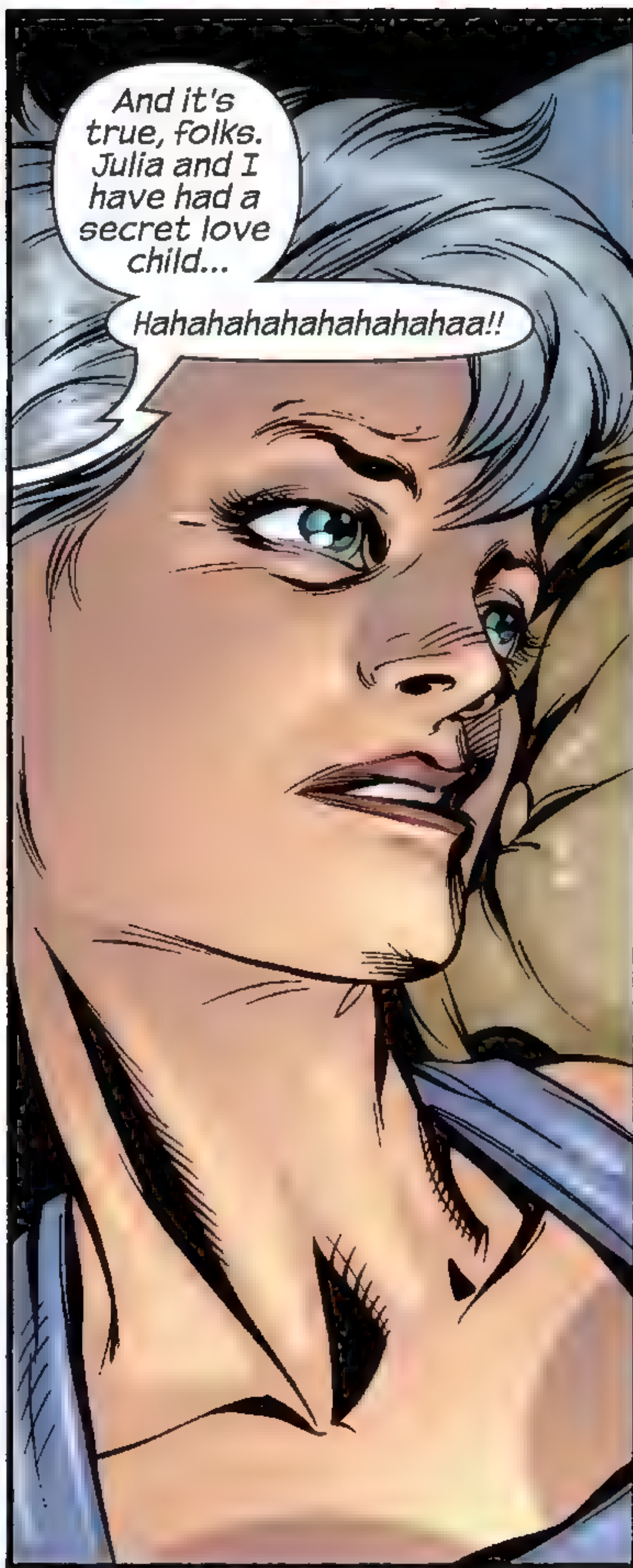
I'll pay you back-- just-- just get me home.



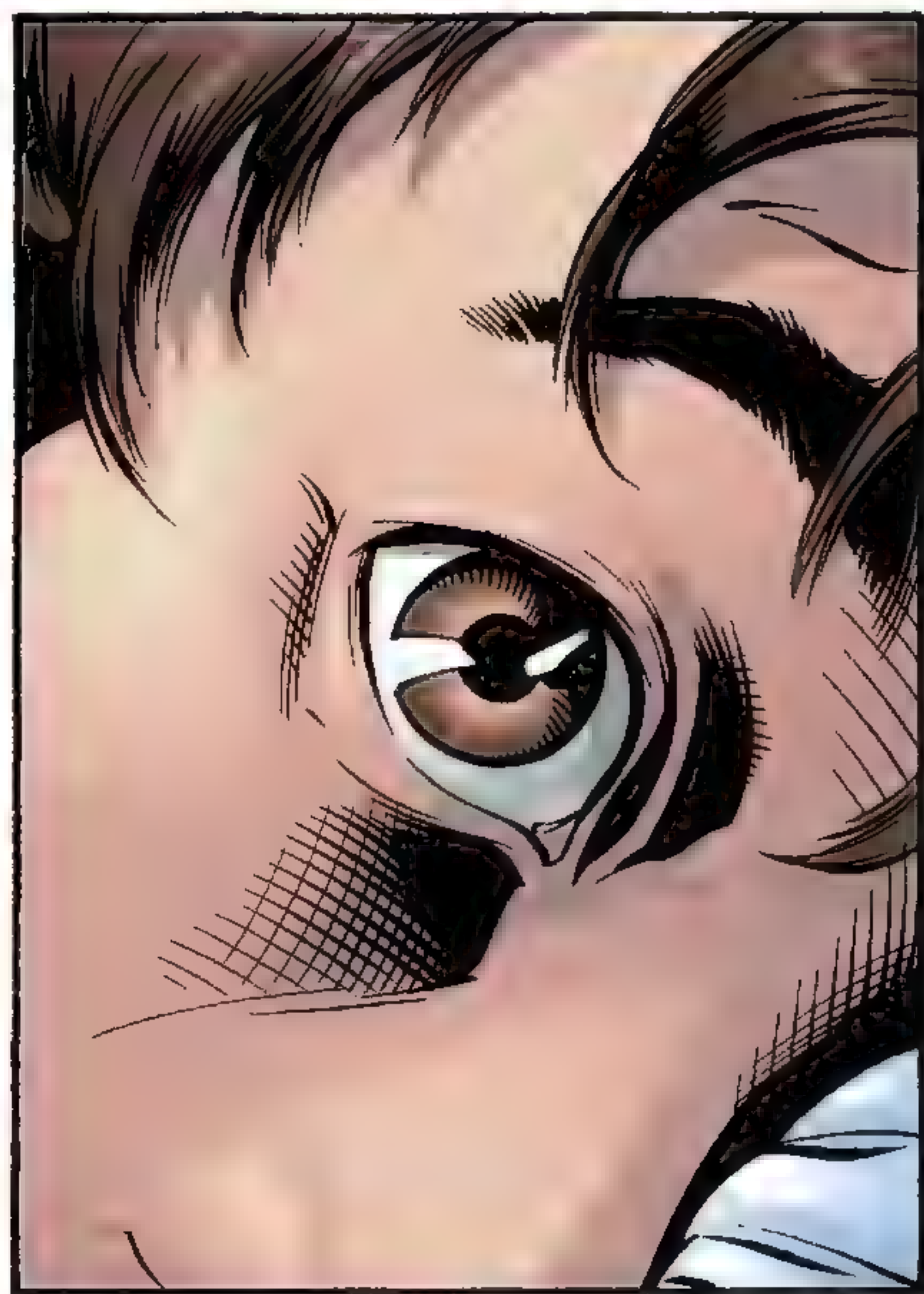
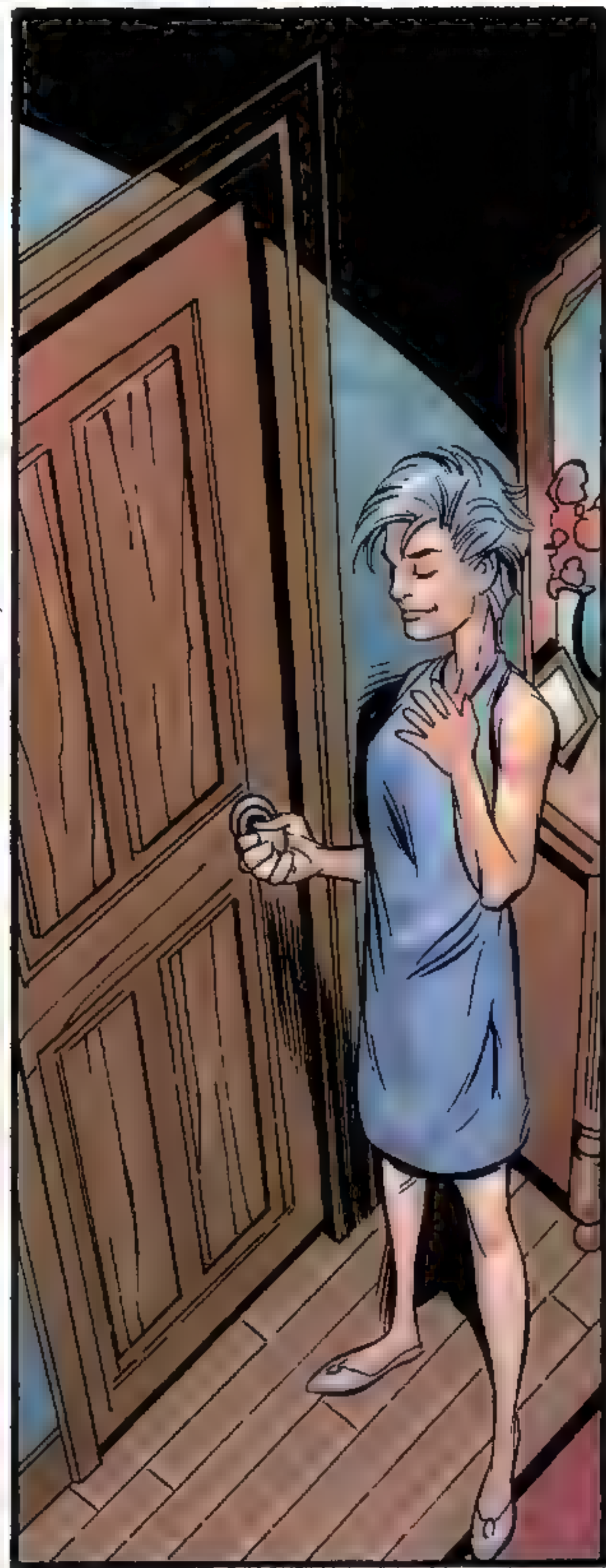
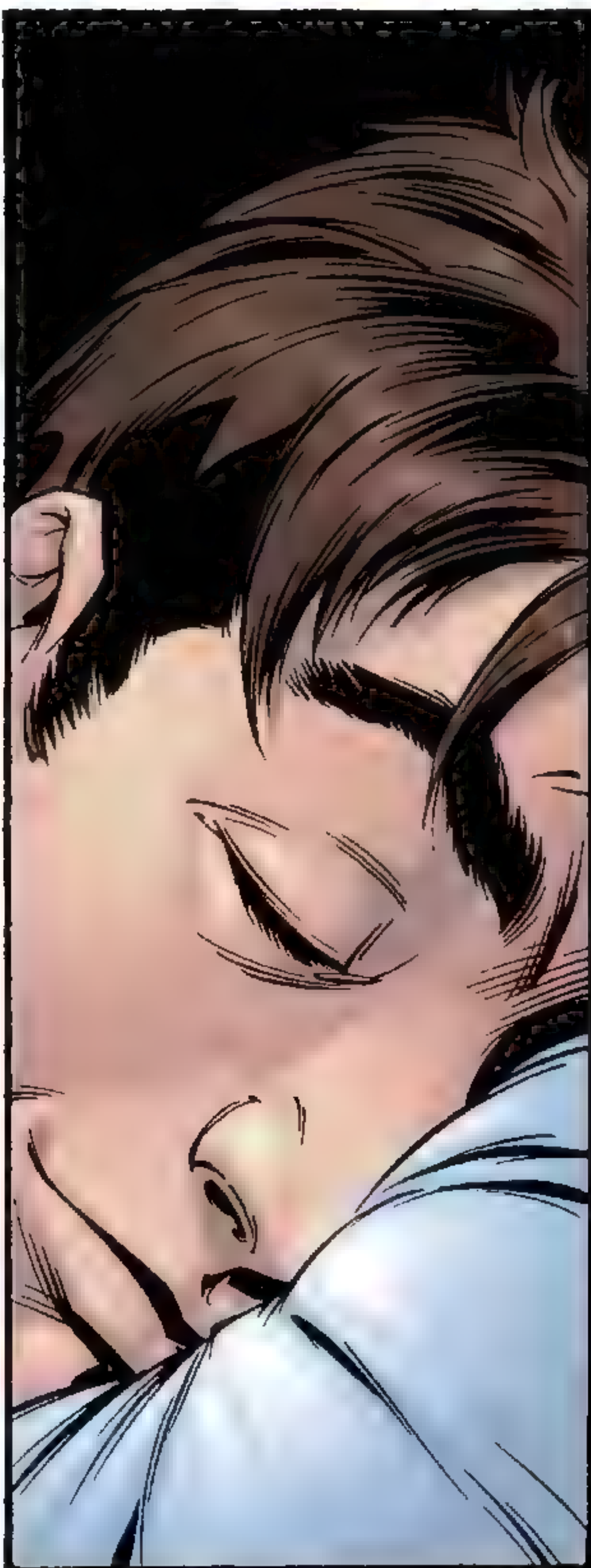
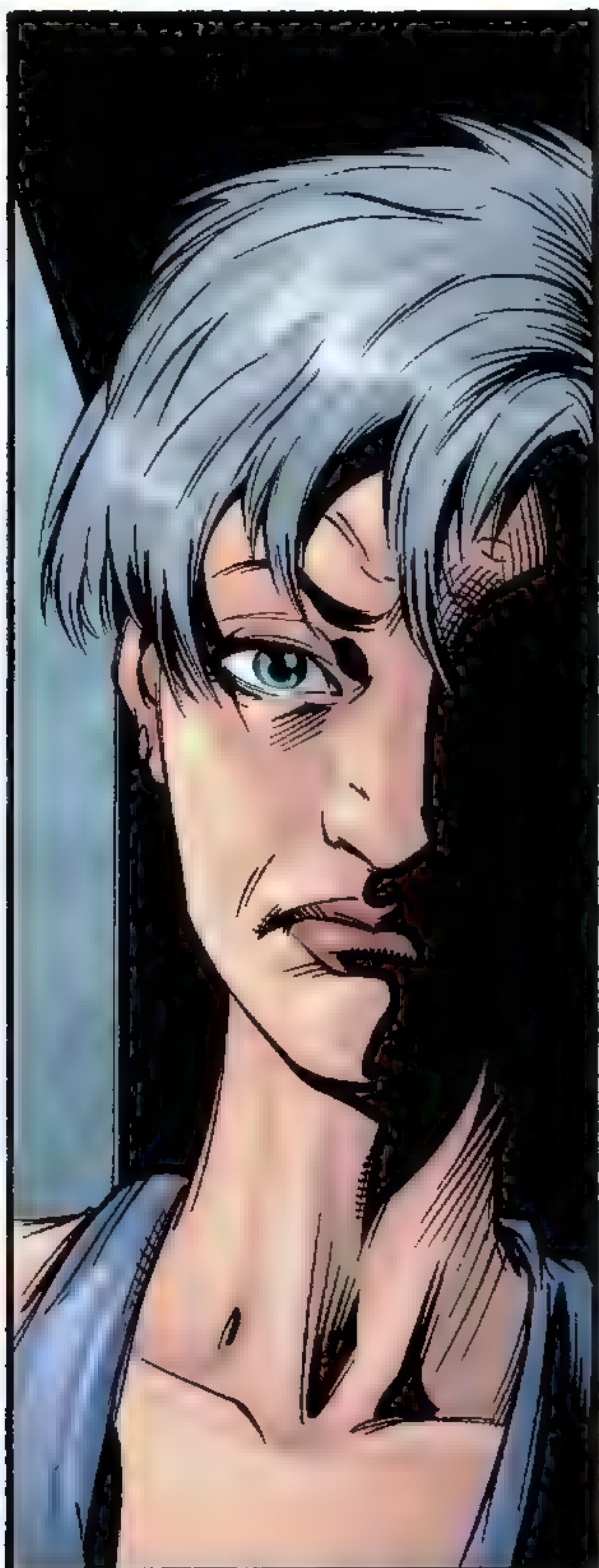
Oh, thank God you're all right!

Ow!

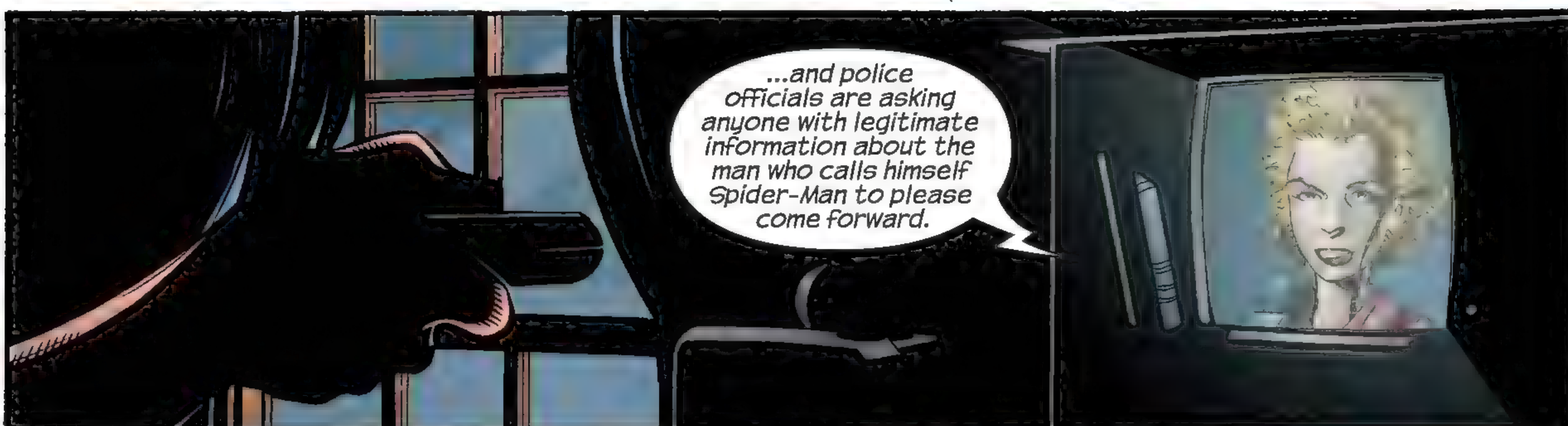












To be continued...





**ULTIMATE**

**SPIDER-MAN<sup>®</sup>**

ISSUE

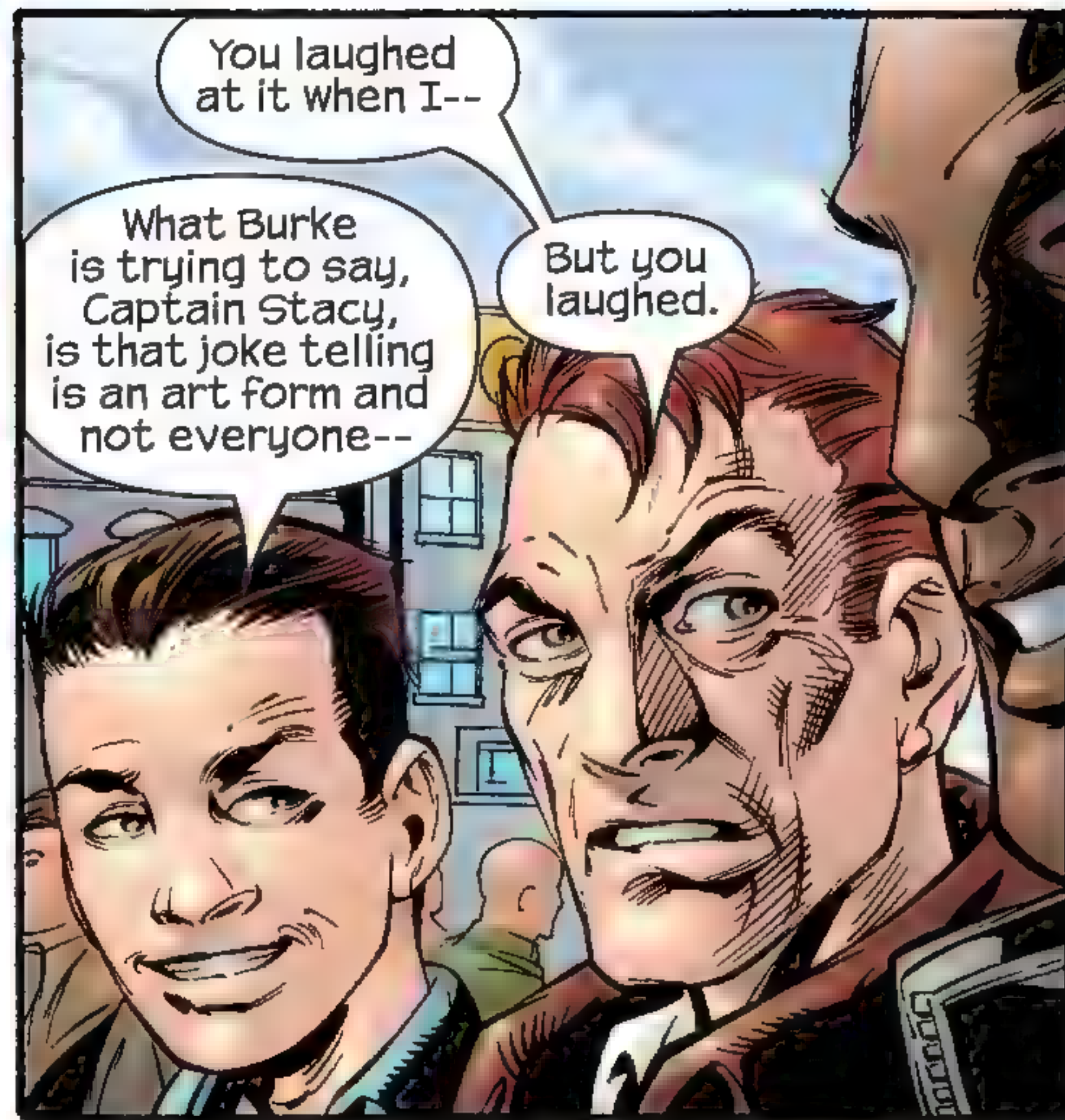
**31**

**BLACK VAN**

**BENDIS  
BAGLEY  
THIBERT**

**MARVEL<sup>®</sup>**

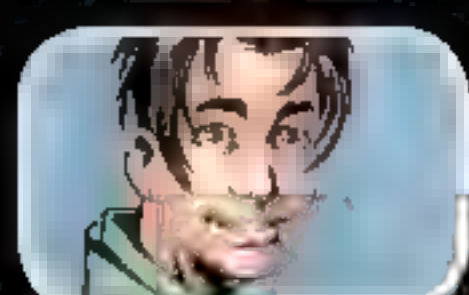












Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

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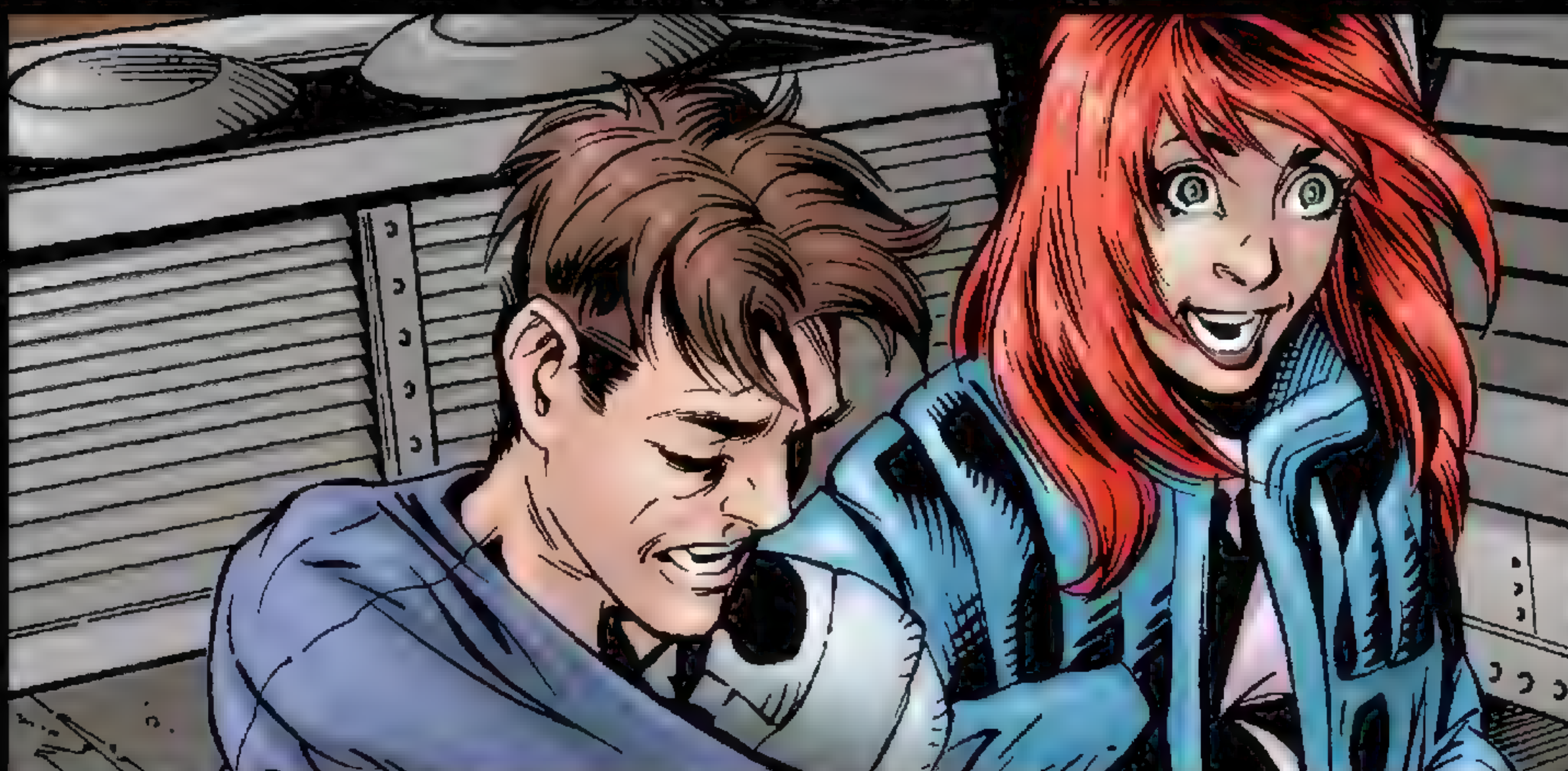
## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man.

But Spider-Man is viciously attacked by the police the second he shows up to the crime scene. Spider-Man is shot and falls to the ground at the feet of the rabid newsmedia and police...

Mary Jane, Peter's girlfriend and the only person that knows he is Spider-Man, sneaks out of her room in the middle of the night and helps an injured Peter into a hospital emergency room. Peter is treated for his gunshot wound and narrowly escapes being brought into police custody.

Gwen Stacy, the new girl at school, is staying at Peter's house, while her father, police Captain John Stacy is in Atlantic City for a police convention.



S t a n l e e p r e s e n t s :

# ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley

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C.B. Cebulski  
associate editor

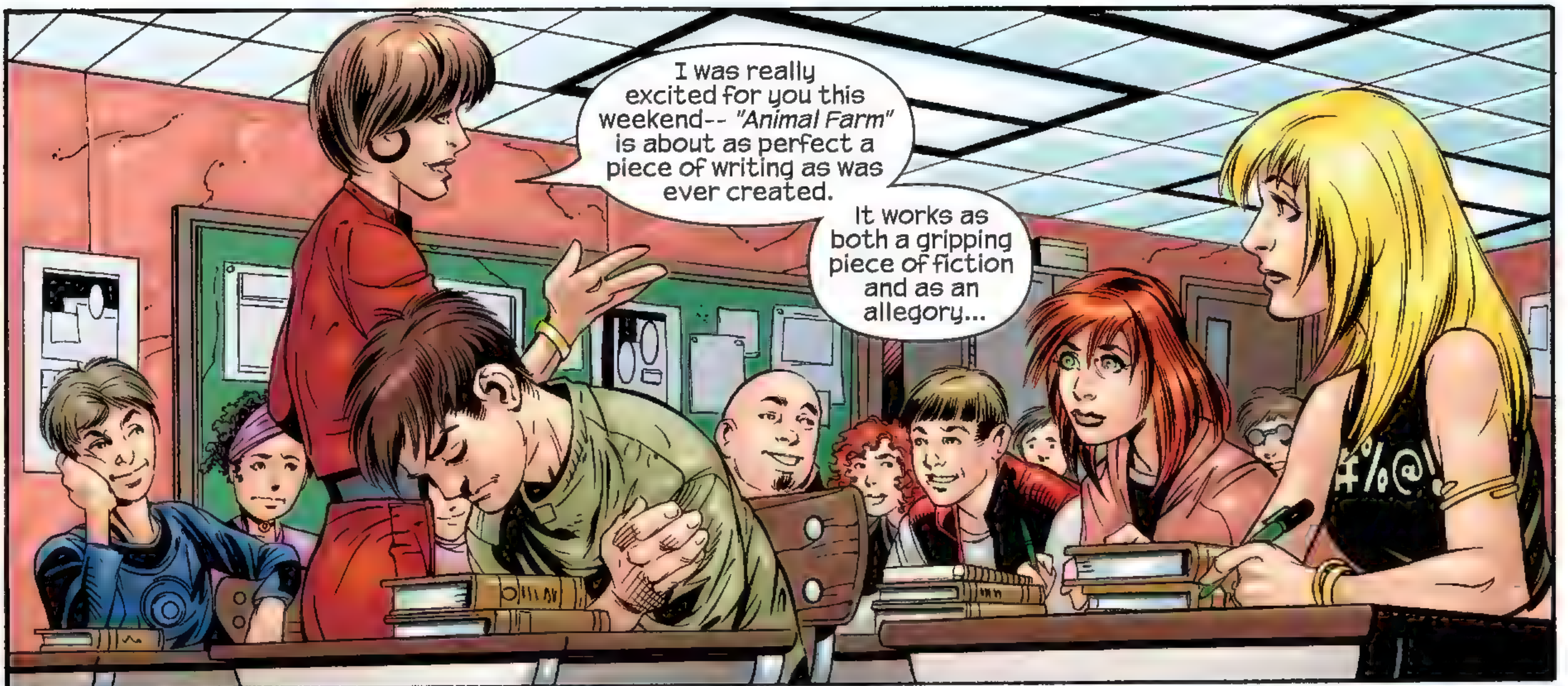
Brian Smith  
associate editor

Ralph Macchio  
editor

Joe Quesada  
editor in chief

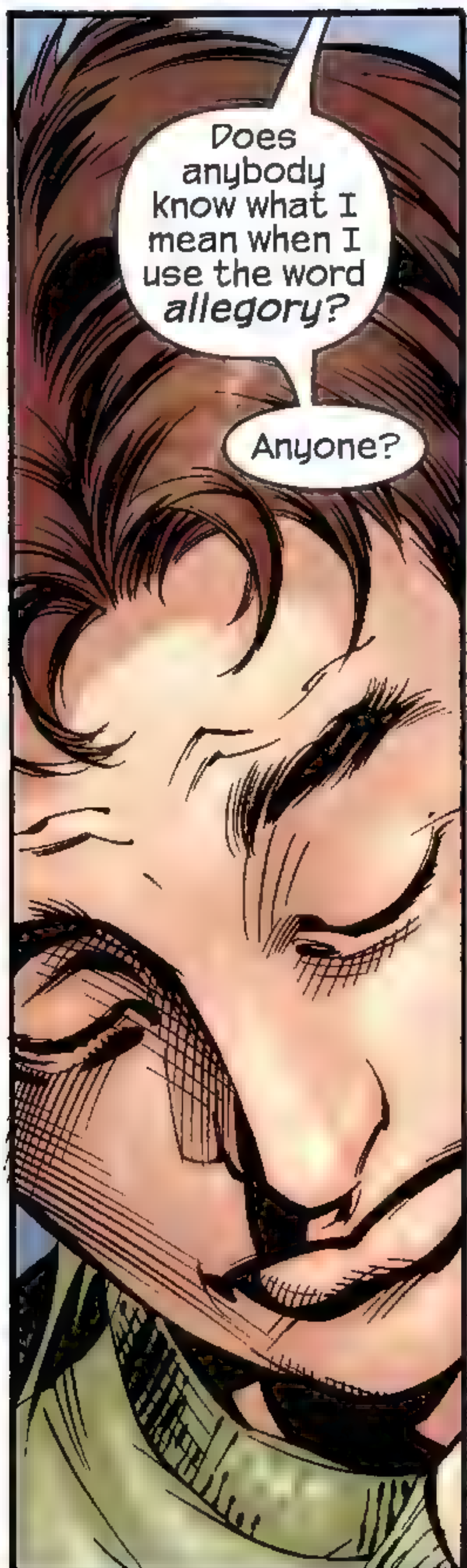
Bill Jemas  
president & inspiration





I was really excited for you this weekend-- "Animal Farm" is about as perfect a piece of writing as was ever created.

It works as both a gripping piece of fiction and as an allegory...

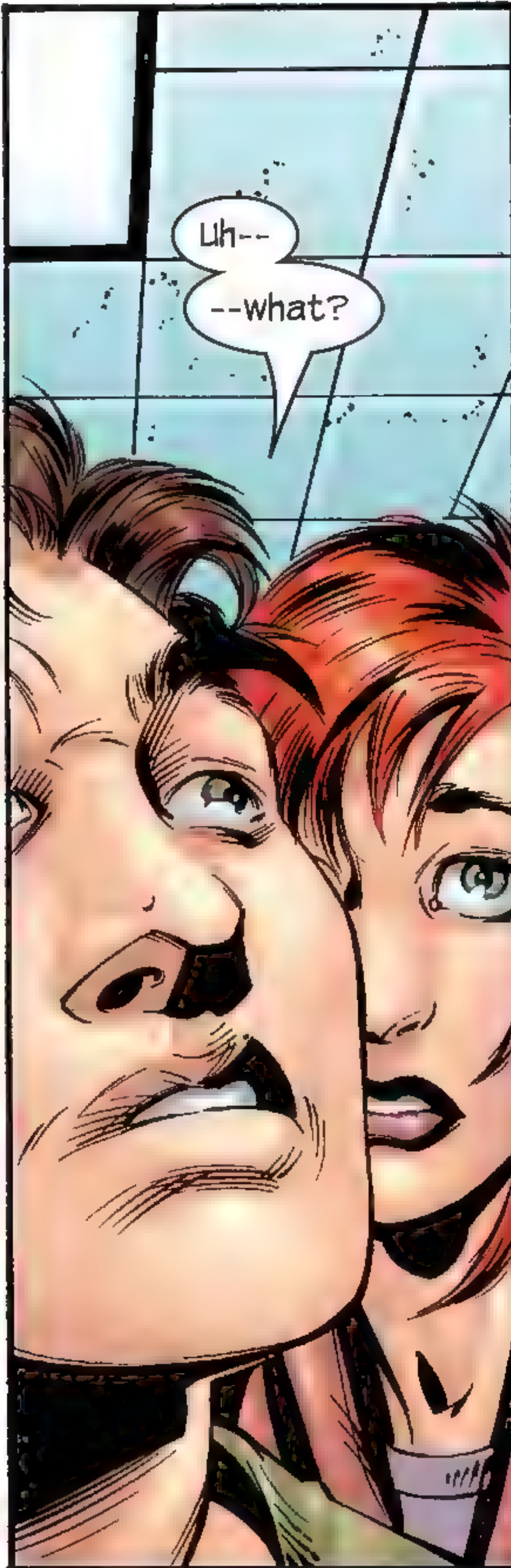


Does anybody know what I mean when I use the word *allegory*?

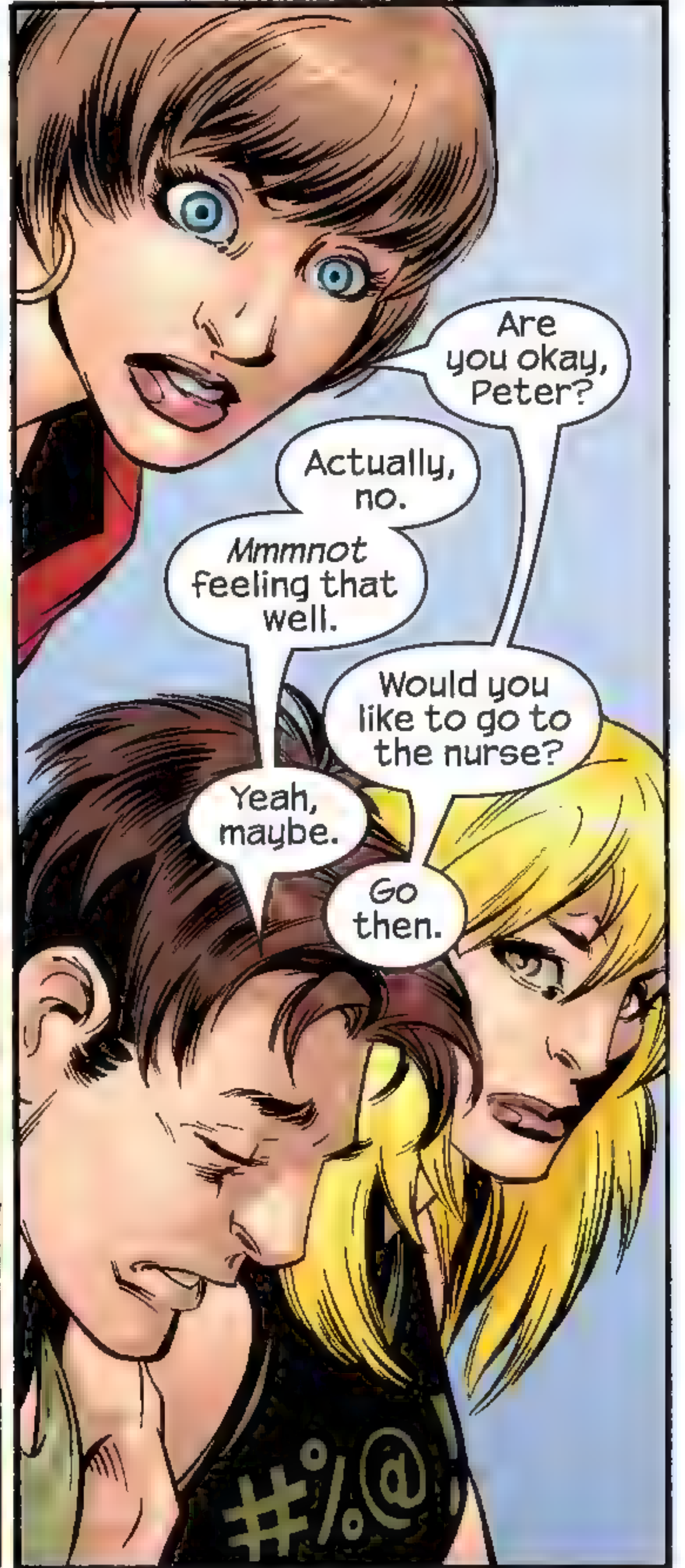
Anyone?



Peter Parker? Would you like to, maybe, wake up and tell the class what an allegory is?



Uh--  
--what?



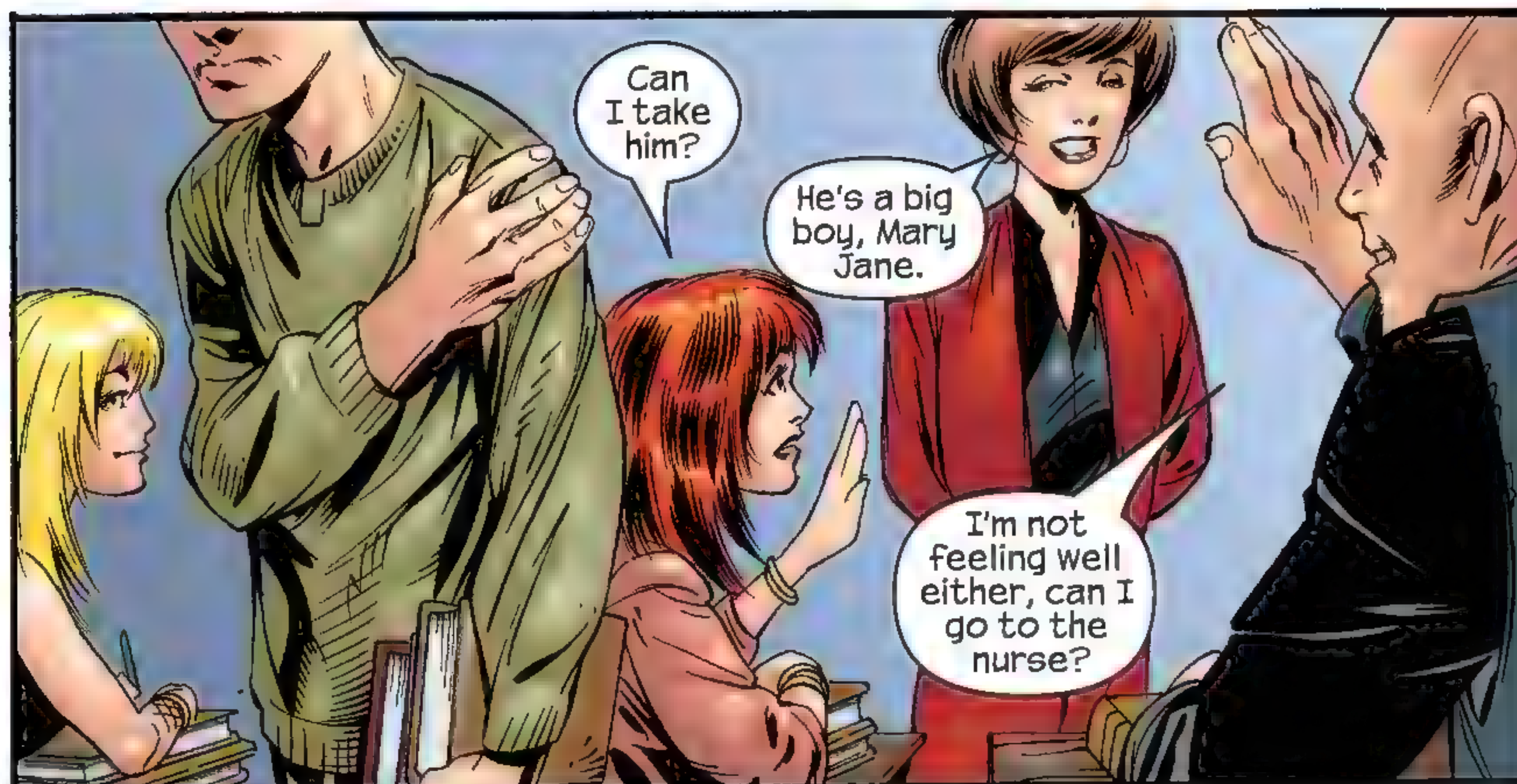
Are you okay, Peter?

Actually, no.  
Mmmnot feeling that well.

Would you like to go to the nurse?

Yeah, maybe.

Go then.



Can I take him?

He's a big boy, Mary Jane.

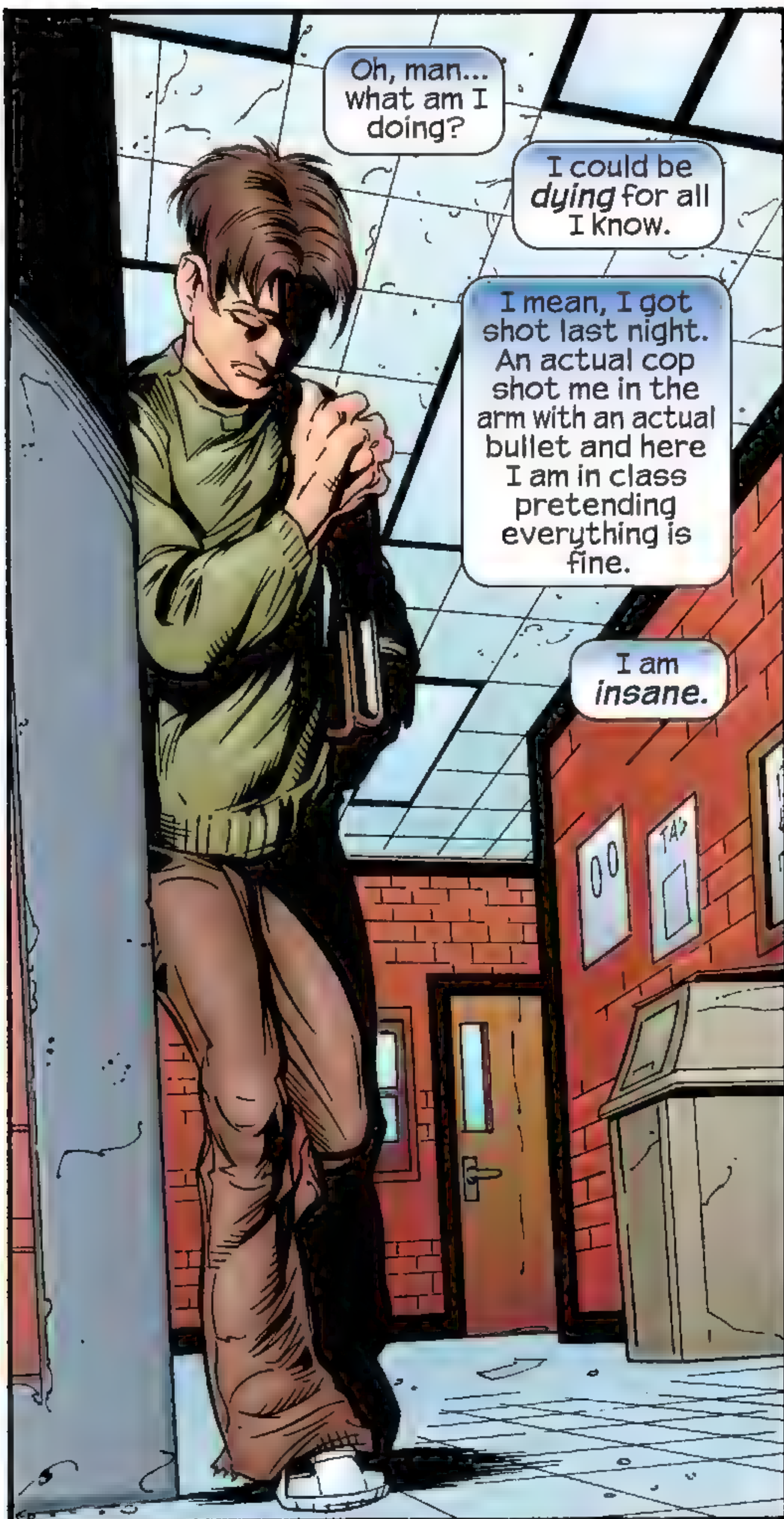
I'm not feeling well either, can I go to the nurse?



Kong, from the book, name me one of the Seven Commandments that the animals painted in big white letters on the barn.

Uh-- what?  
Animals painting?  
What kind of book is this?



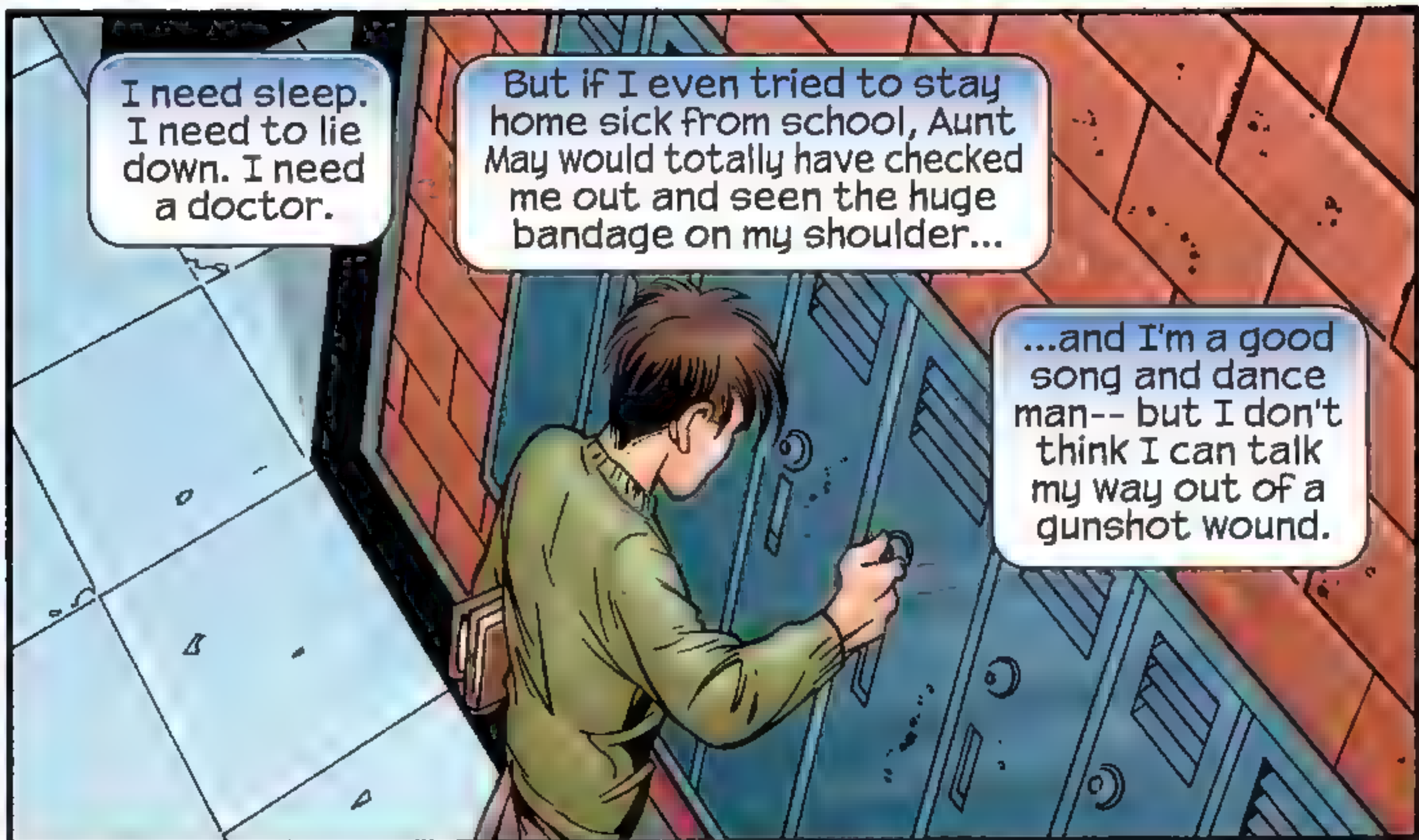


Oh, man...  
what am I  
doing?

I could be  
*dying* for all  
I know.

I mean, I got  
shot last night.  
An actual cop  
shot me in the  
arm with an actual  
bullet and here  
I am in class  
pretending  
everything is  
fine.

I am  
*insane*.



I need sleep.  
I need to lie  
down. I need  
a doctor.

But if I even tried to stay  
home sick from school, Aunt  
May would totally have checked  
me out and seen the huge  
bandage on my shoulder...

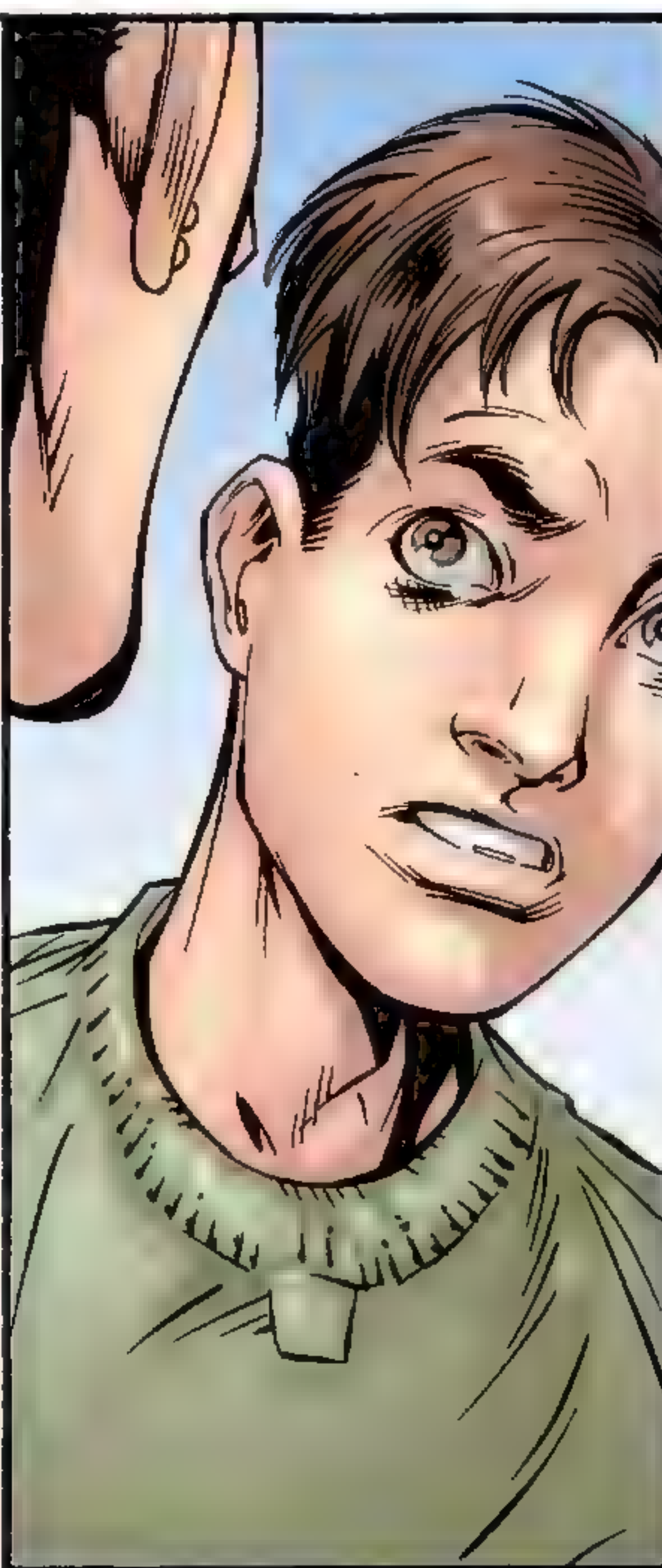
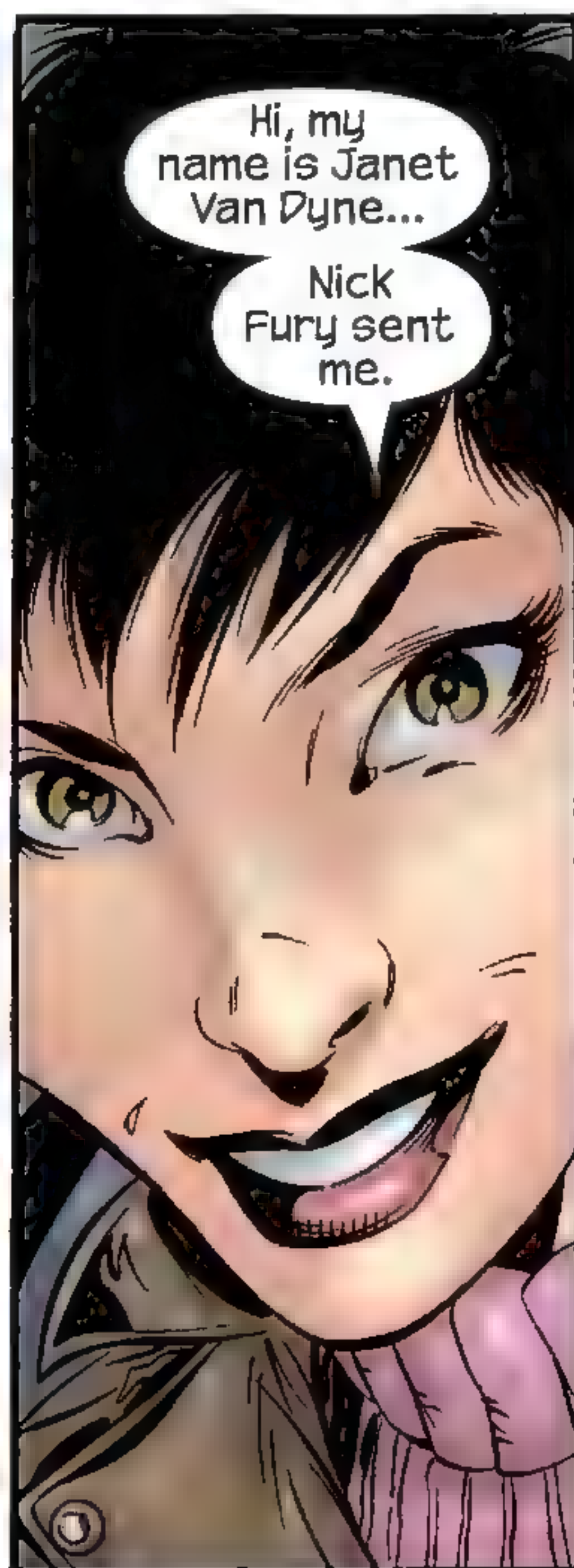
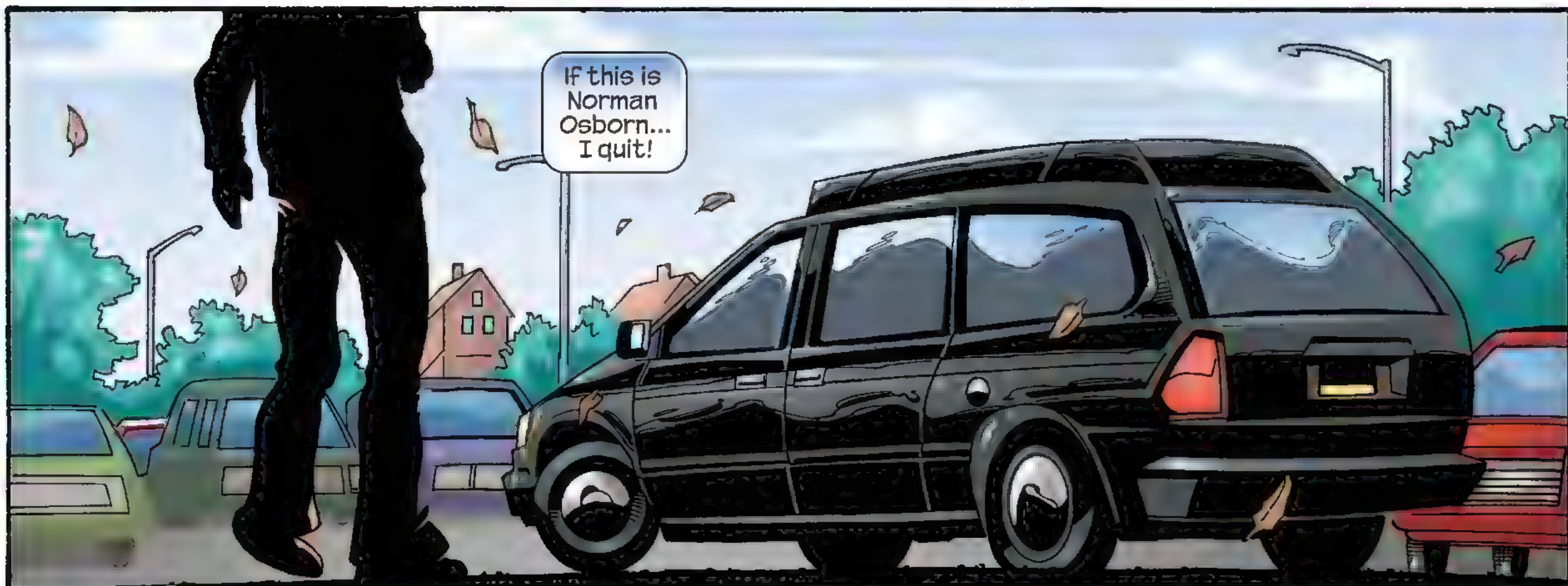
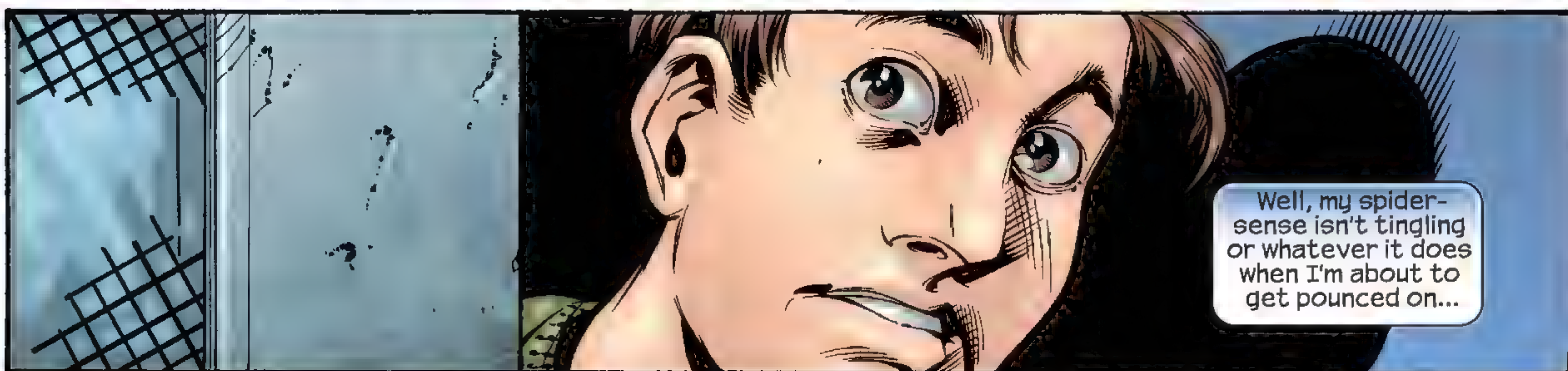
...and I'm a good  
song and dance  
man-- but I don't  
think I can talk  
my way out of a  
gunshot wound.



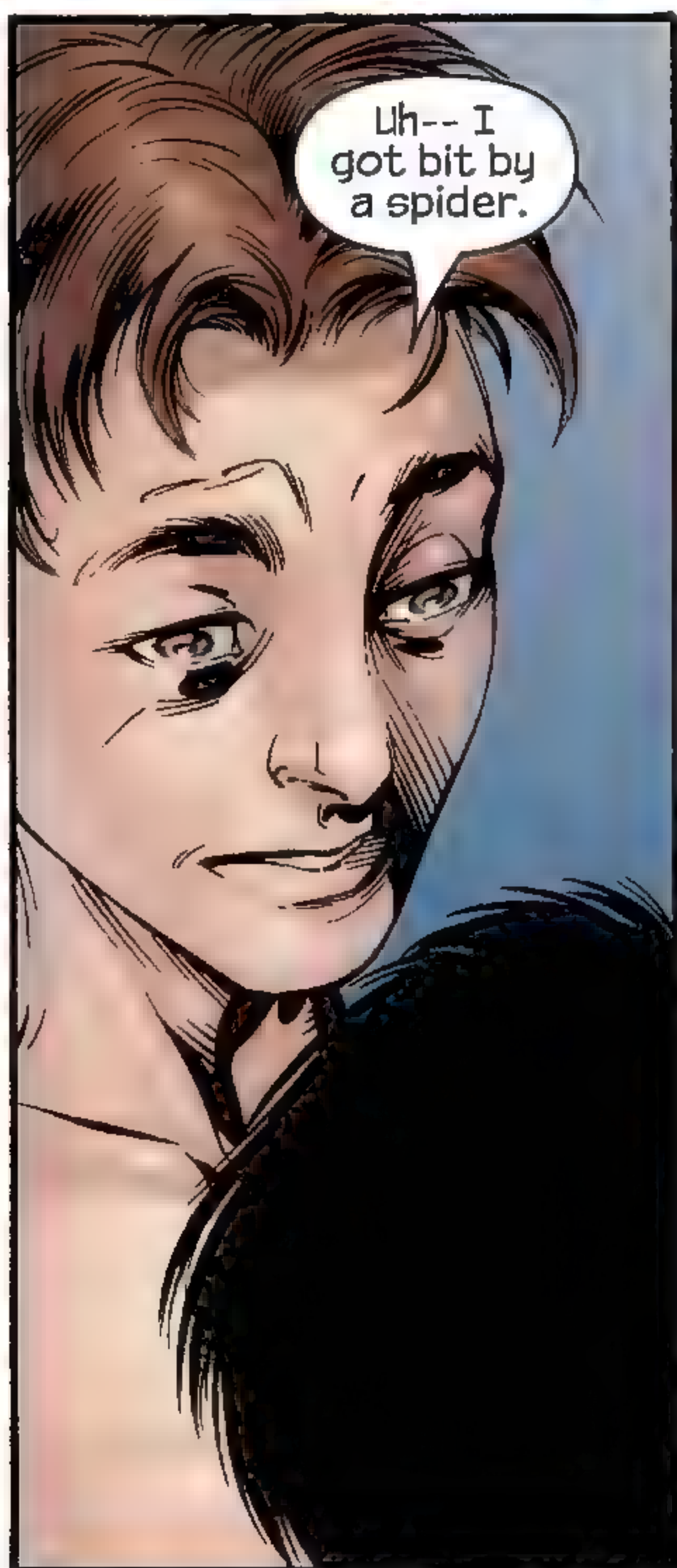
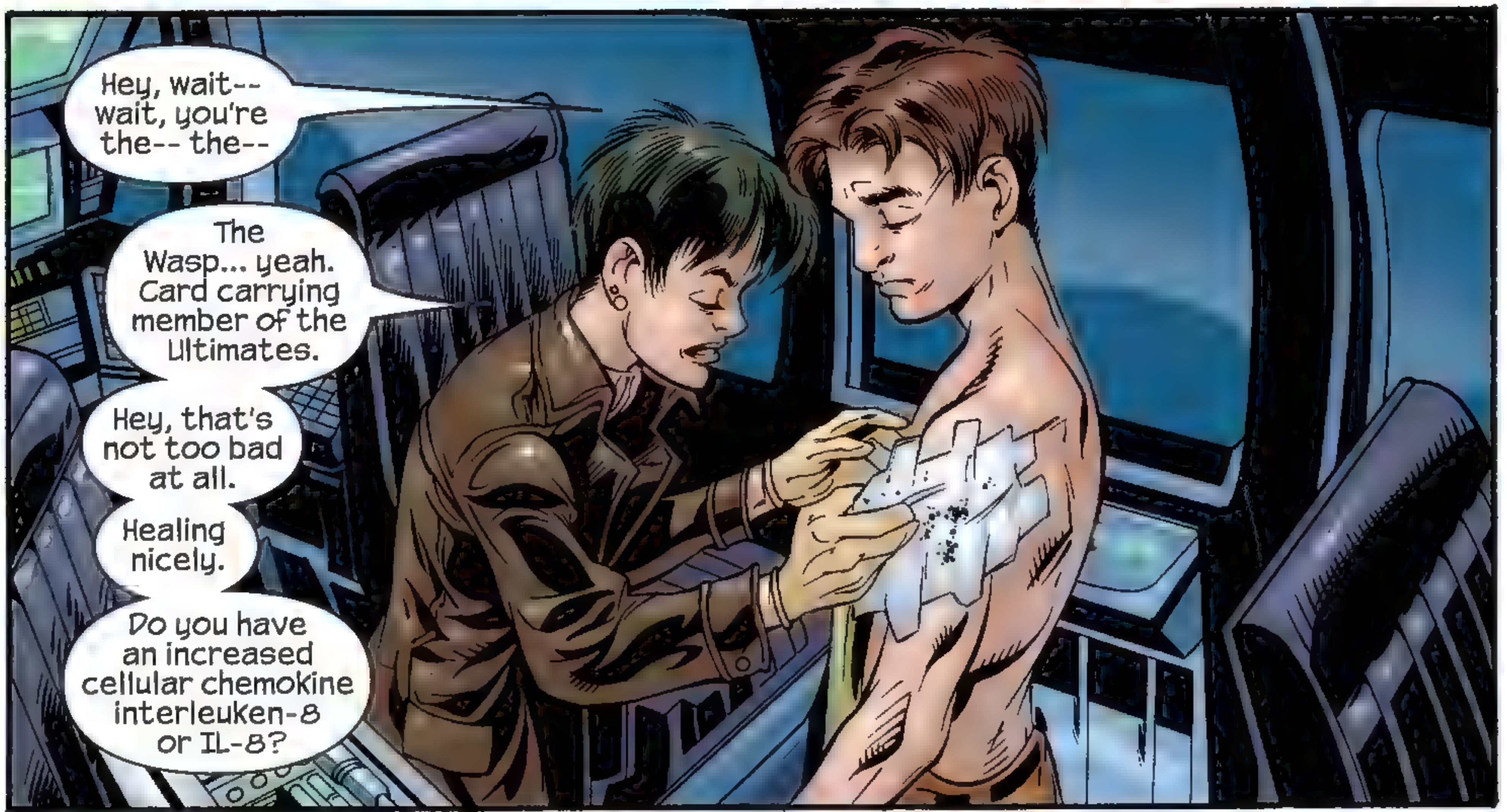
I can't  
believe how  
badly I got  
my--



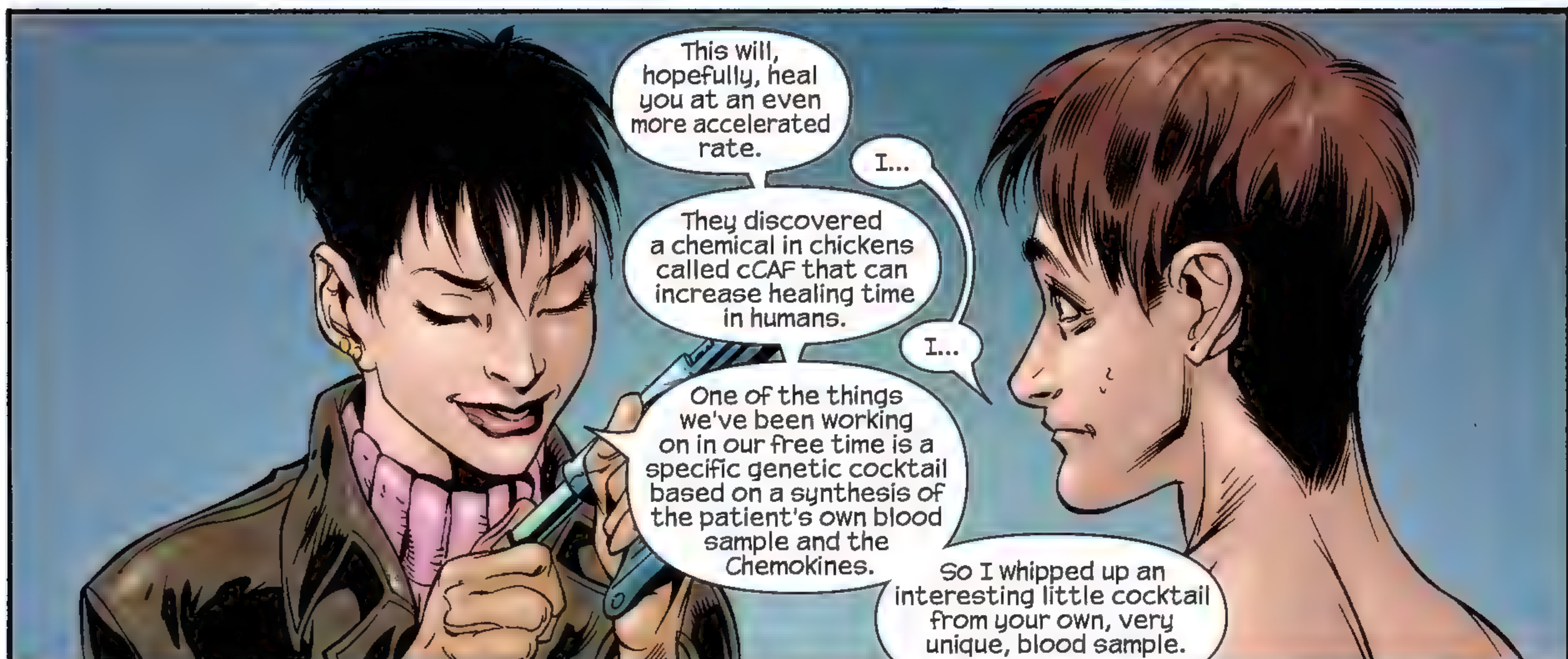












This will, hopefully, heal you at an even more accelerated rate.

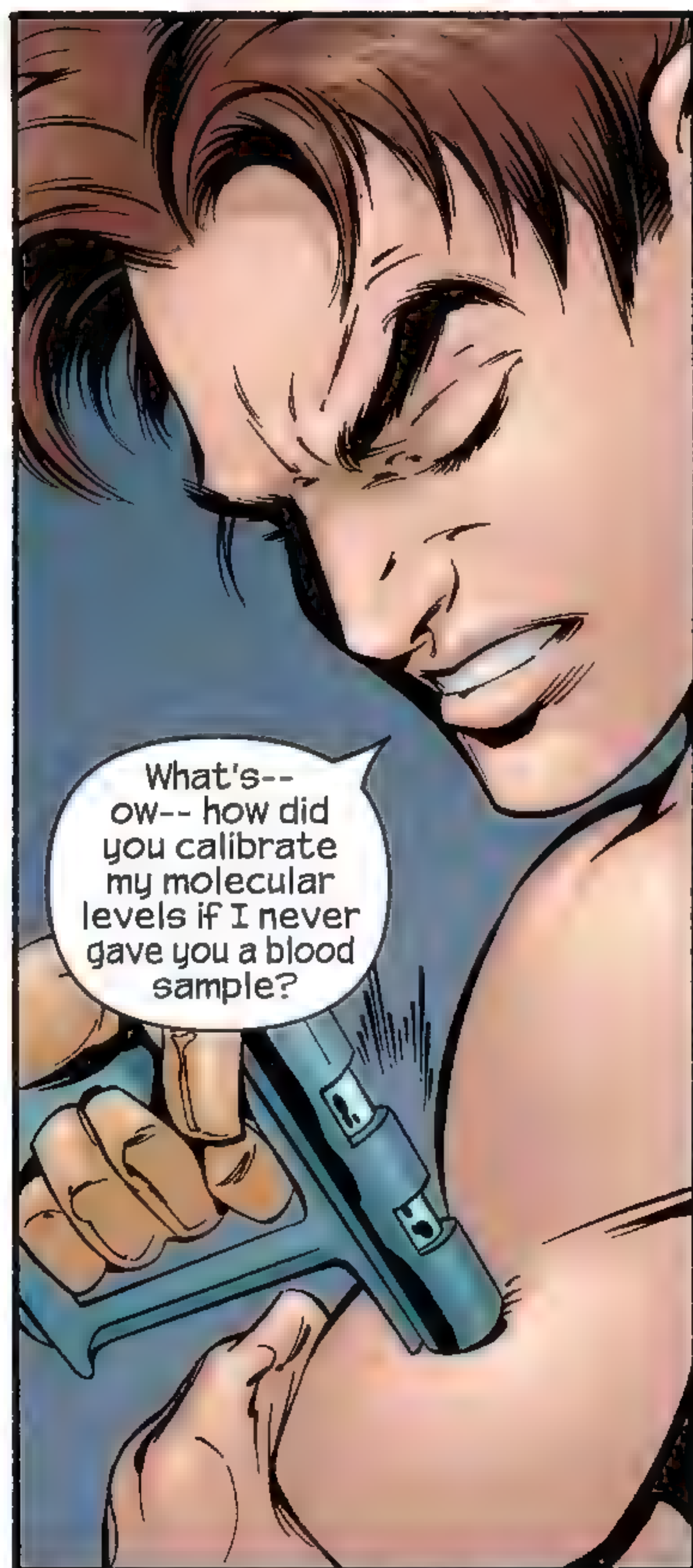
I...

They discovered a chemical in chickens called cCAF that can increase healing time in humans.

I...

One of the things we've been working on in our free time is a specific genetic cocktail based on a synthesis of the patient's own blood sample and the Chemokines.

So I whipped up an interesting little cocktail from your own, very unique, blood sample.



What's-- ow-- how did you calibrate my molecular levels if I never gave you a blood sample?



Look at you, you *are* smart-- that's cute.

I don't know-- Nick Fury had a blood sample from you.

Consider yourself lucky this happened on TV and that we were watching.

Listen, you may or may not get some flu-like symptoms-- but they'll pass.

Just try to take it easy for a couple of days.



Did Fury happen to mention anything to you about a guy named Harry?

Harry? No.

Fury didn't happen to mention if he knows who that guy is that is running around impersonating me and robbing banks?



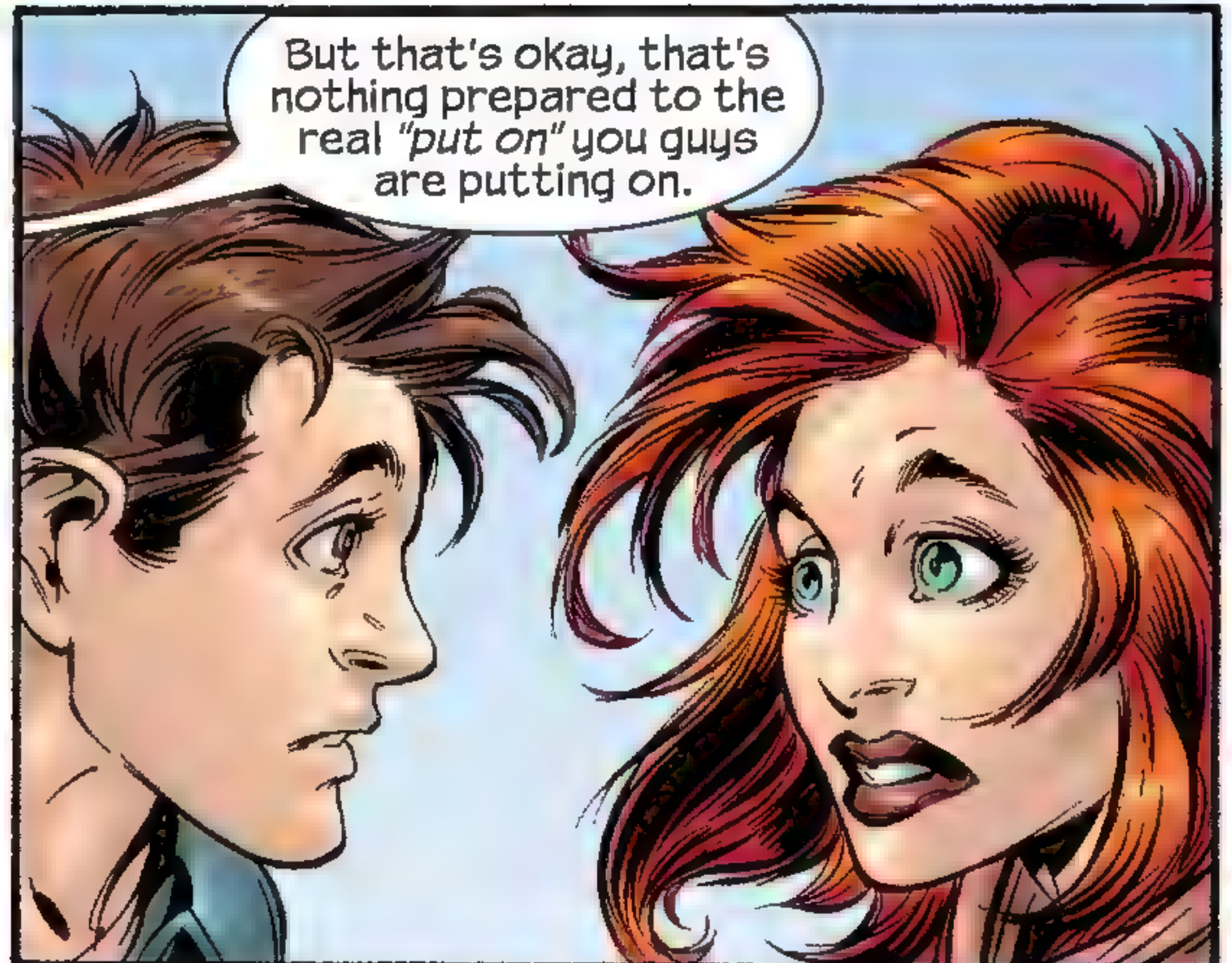
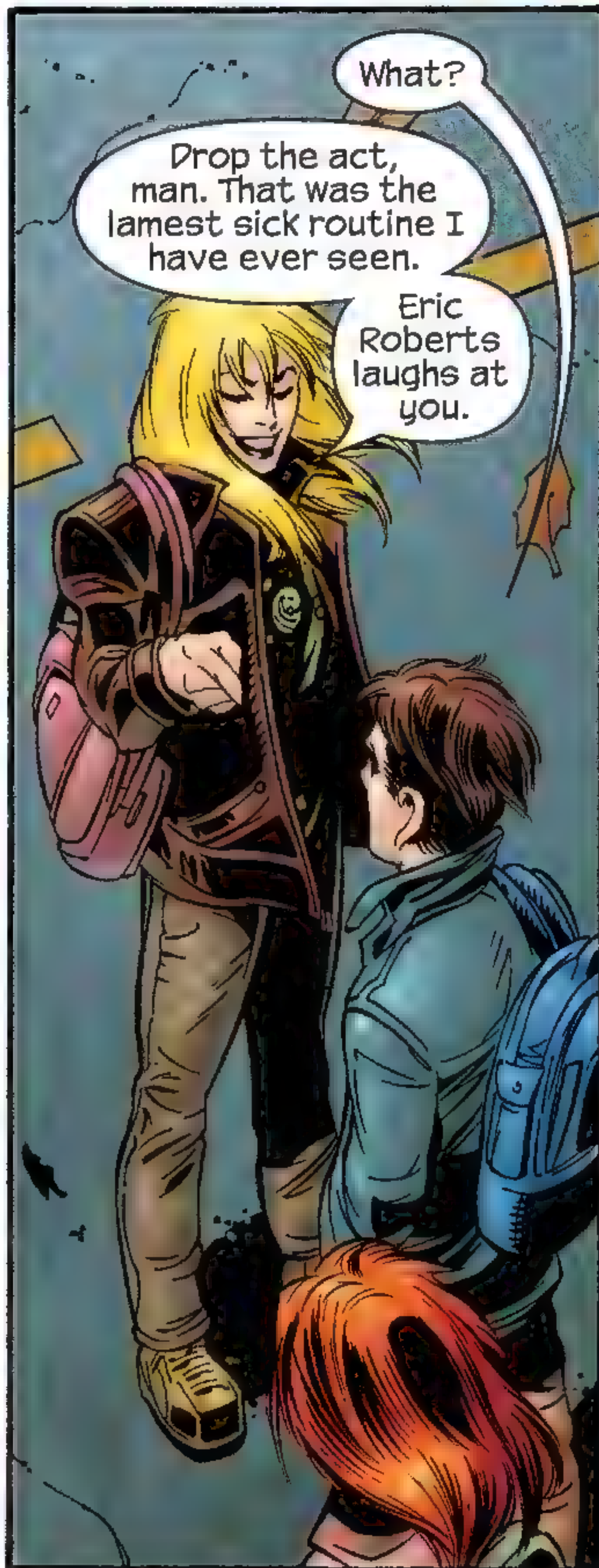
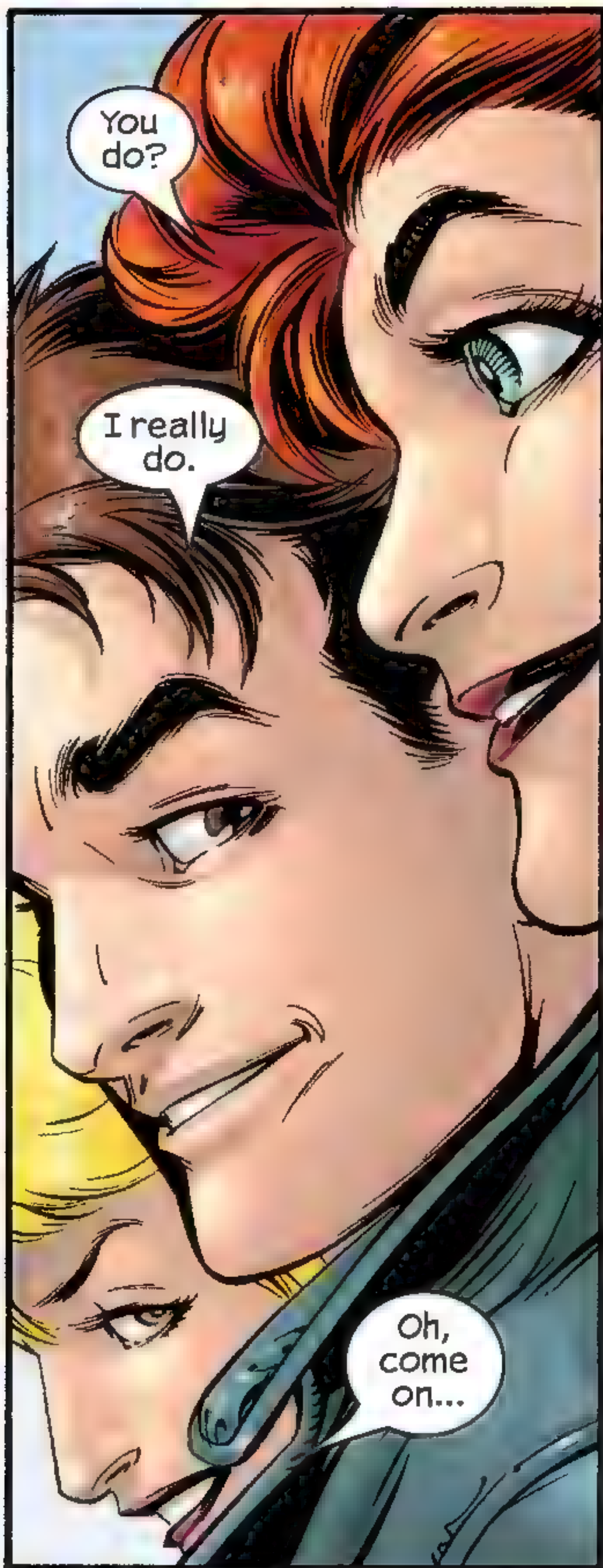
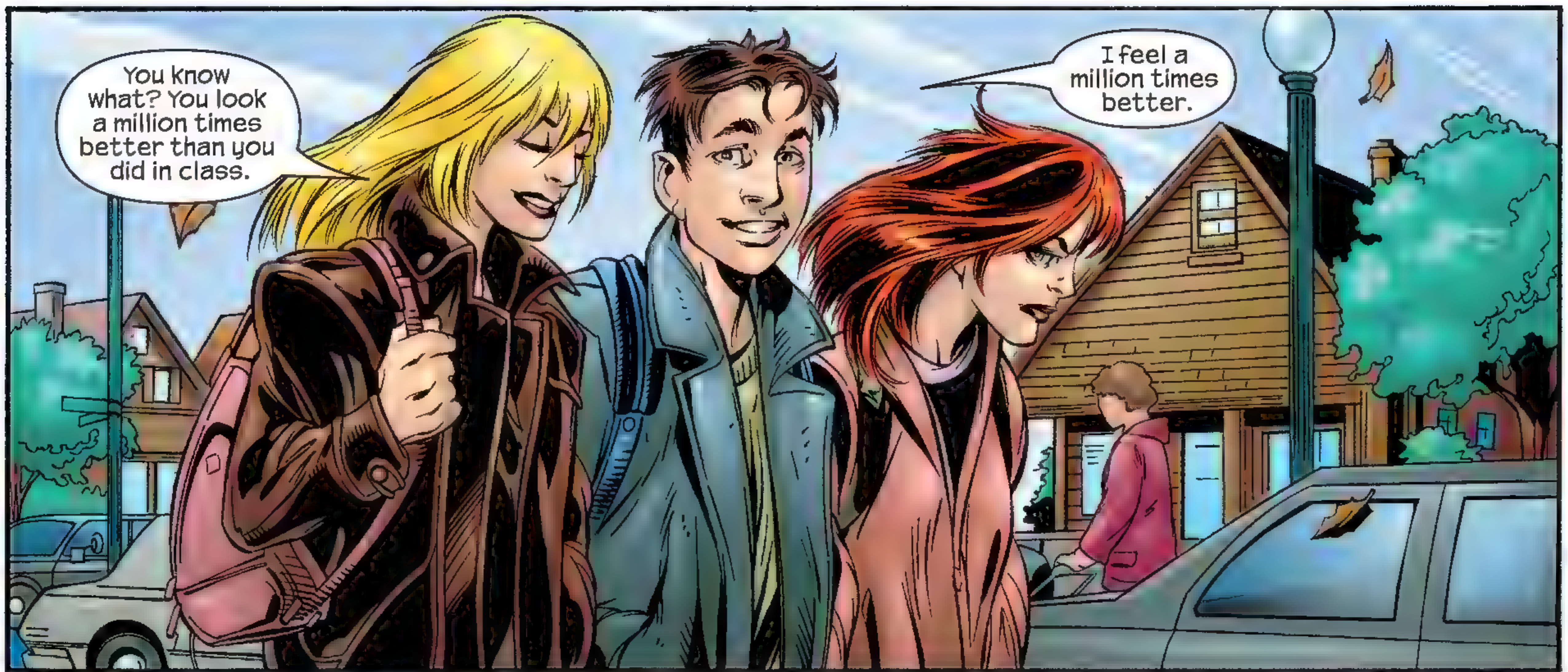
No, he didn't say.

And no offense, kiddo, but that kind of thing is small potatoes for us.

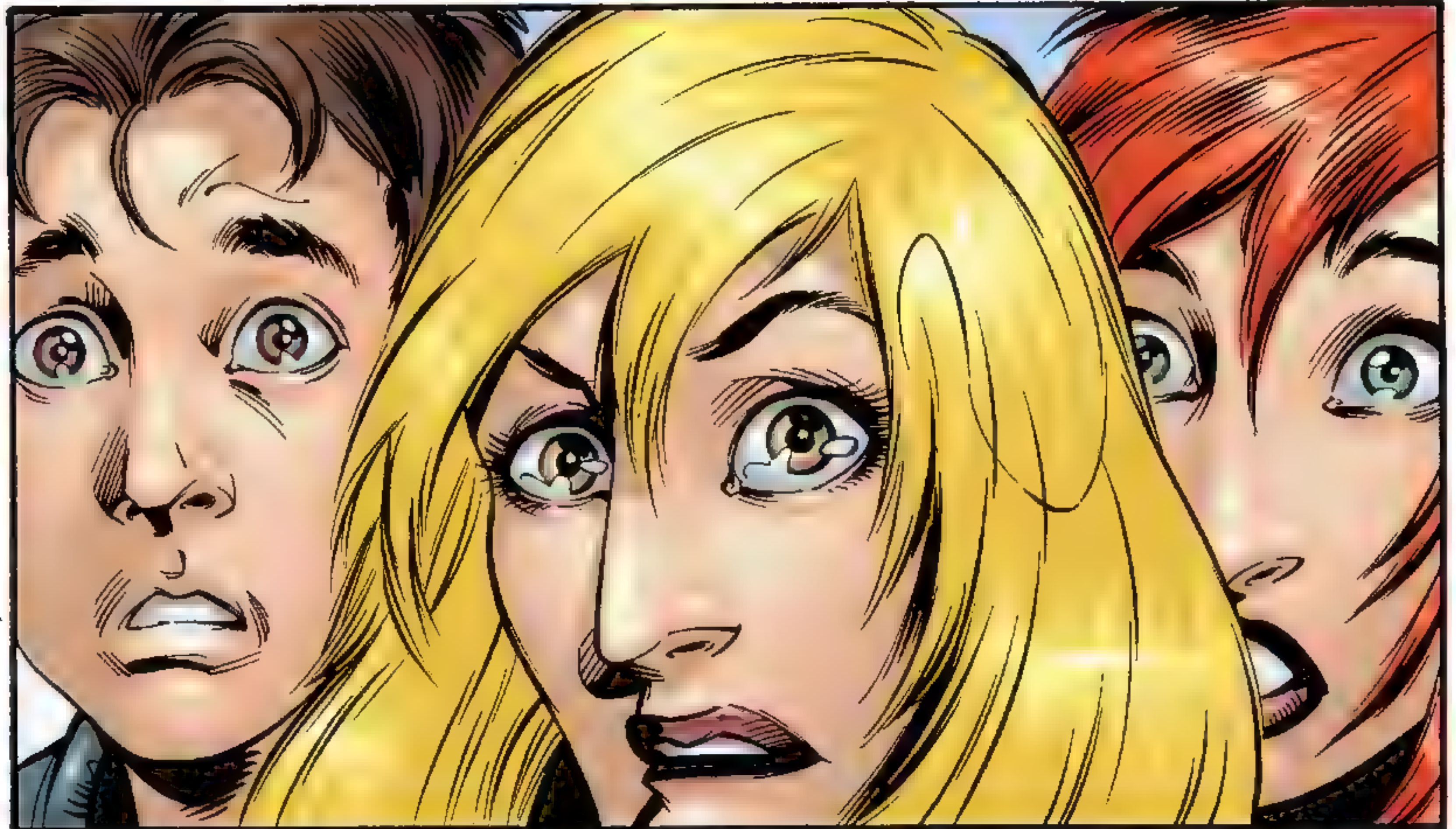
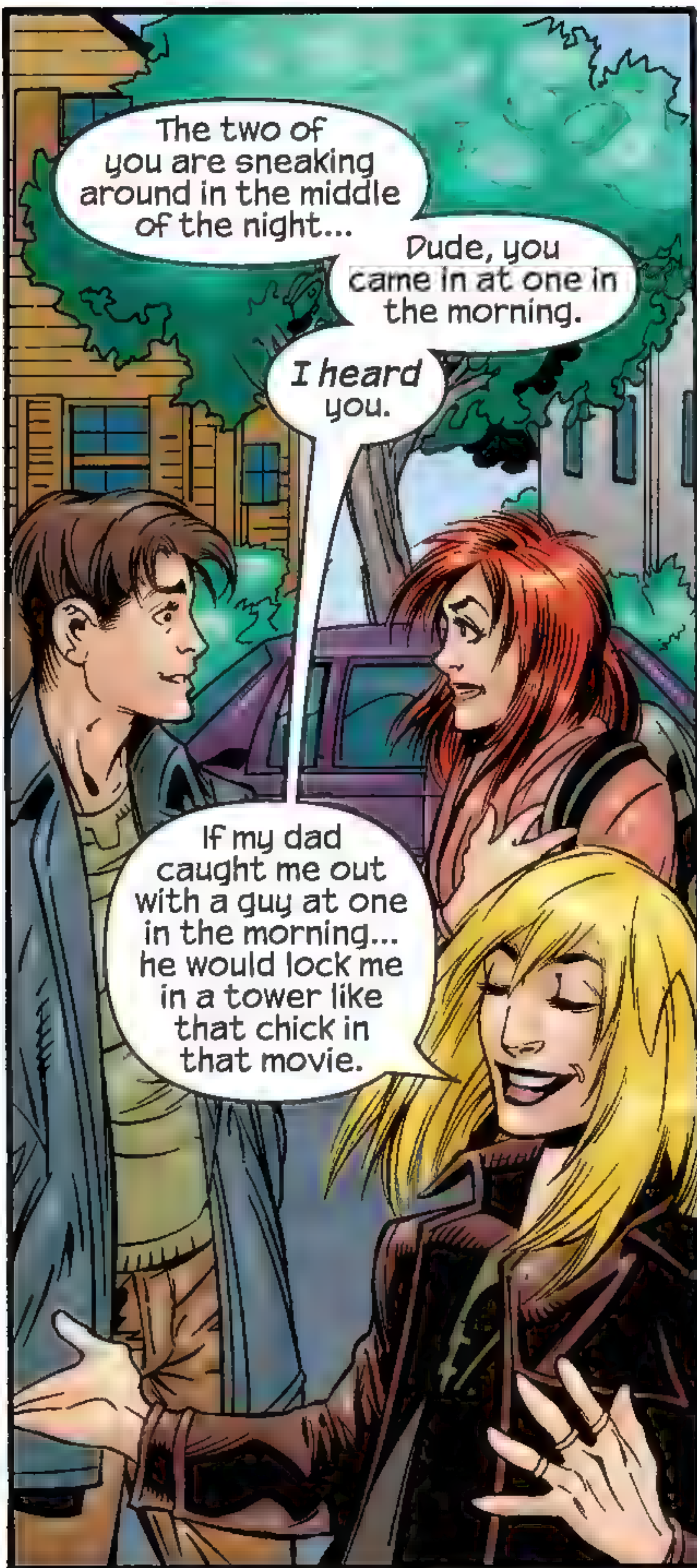


But, I tell you, if someone was running around in *my* costume doing that... I would find him and beat the holy snot out of him.

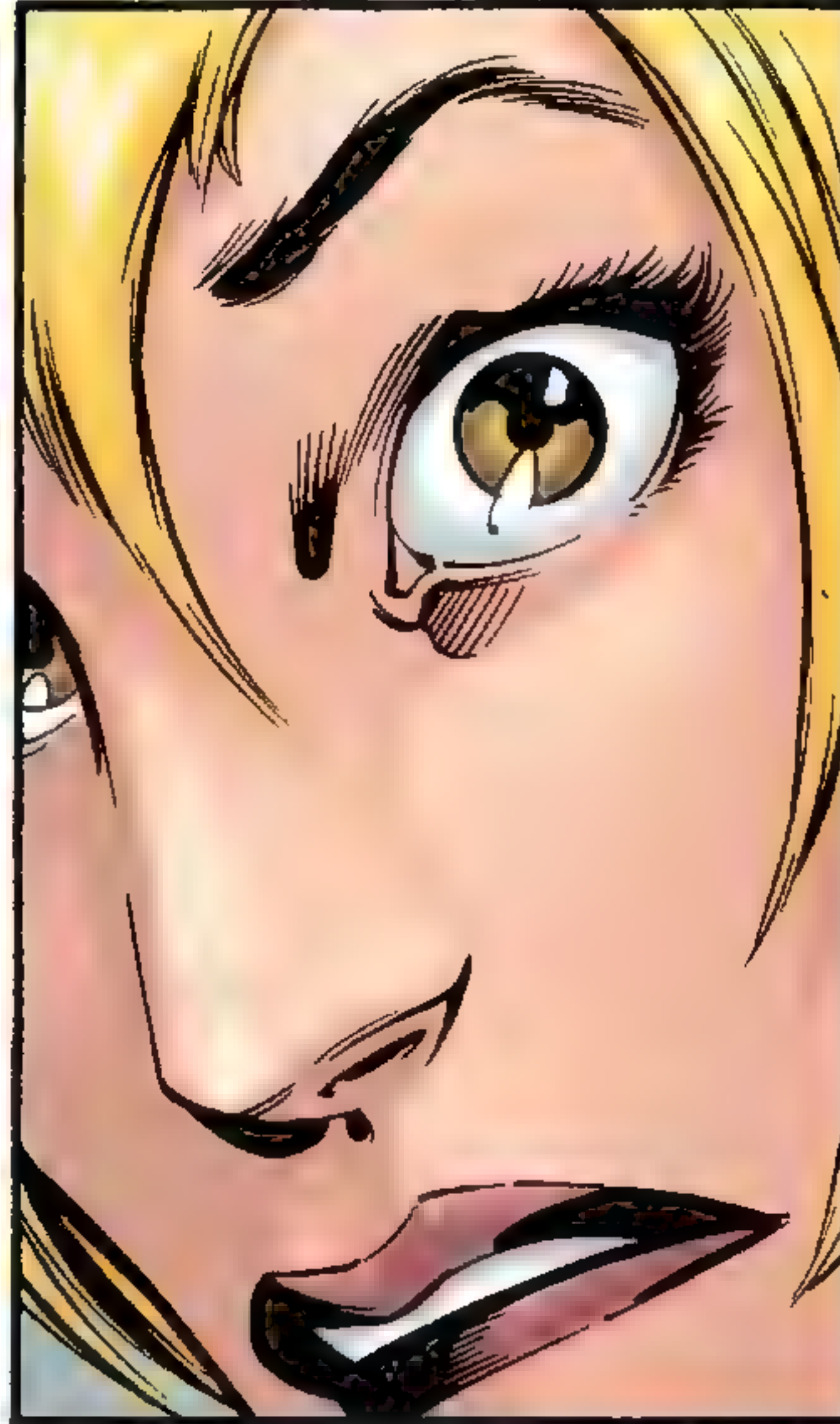
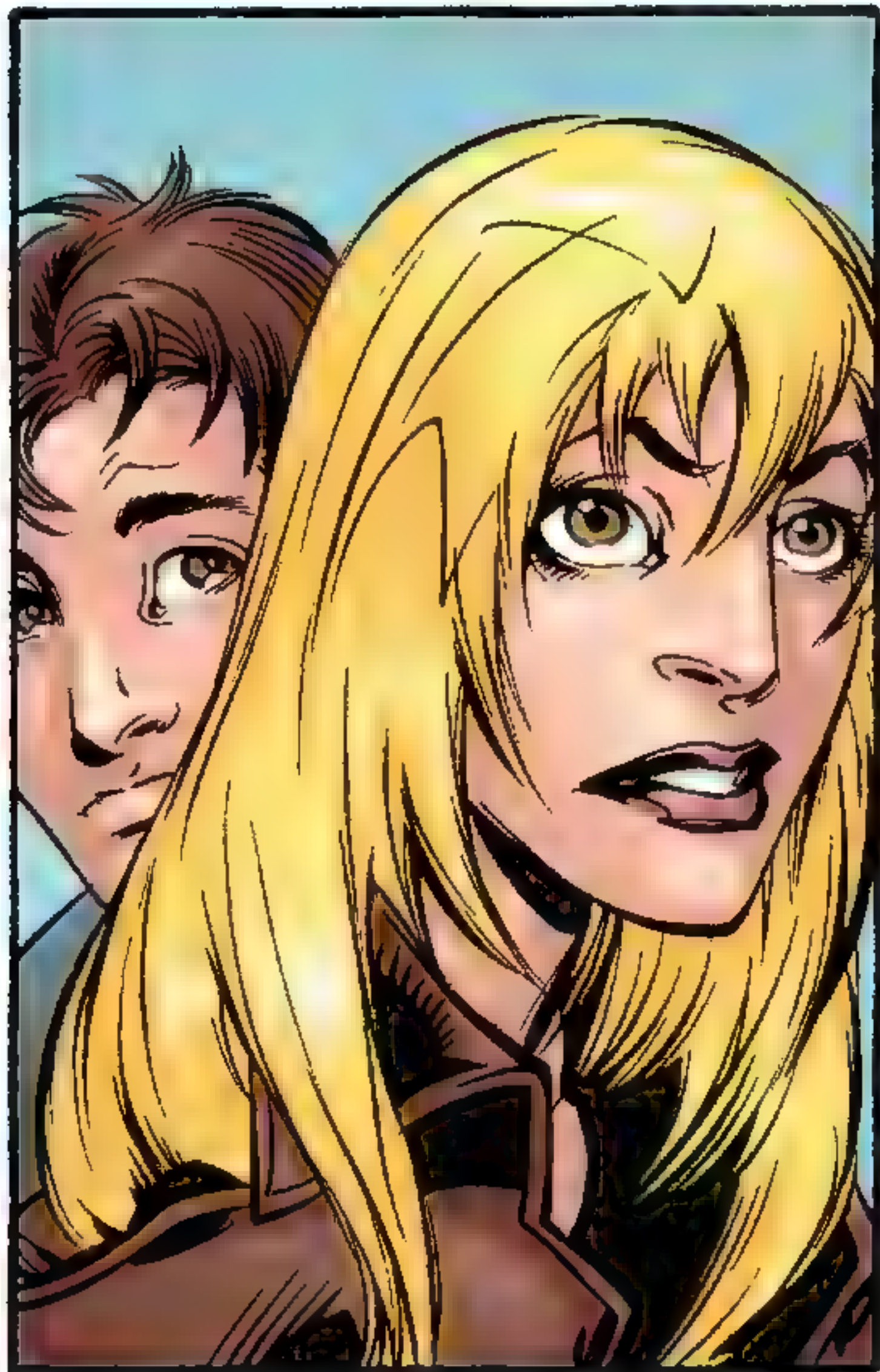
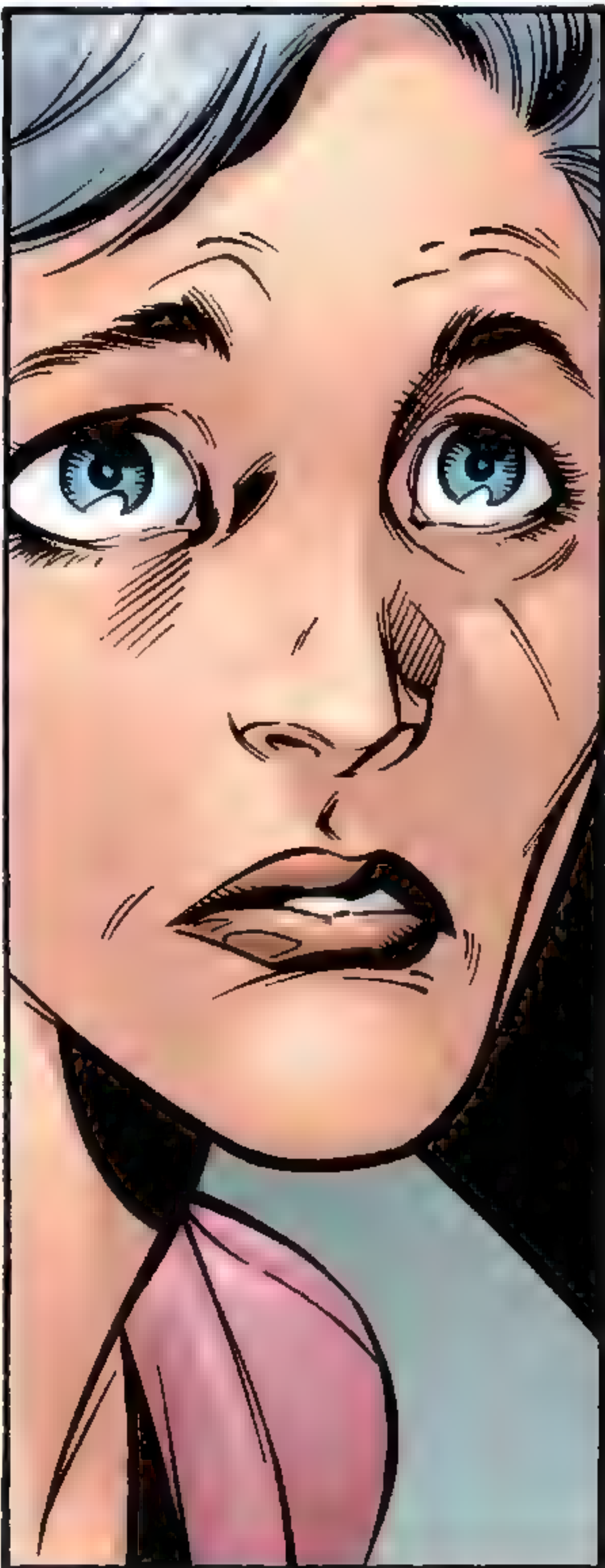
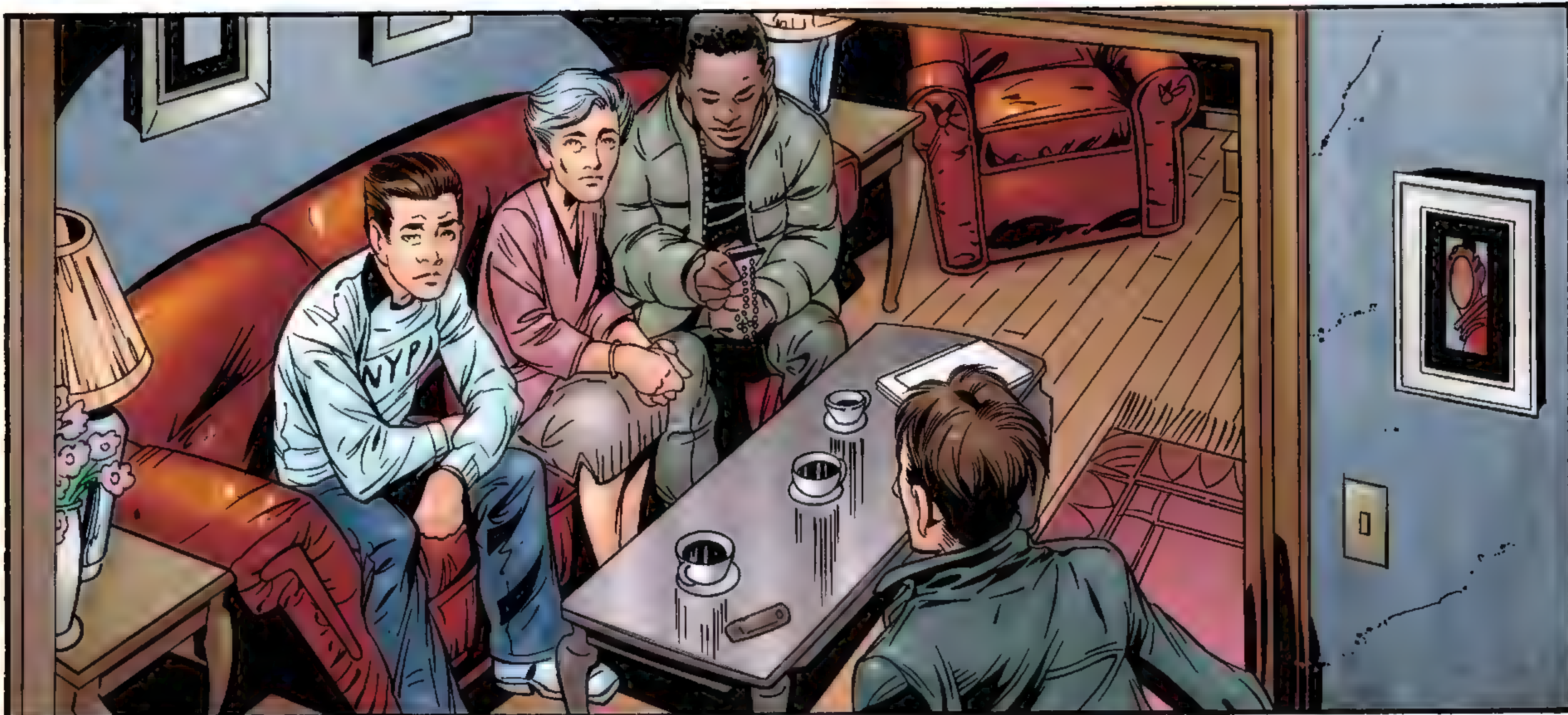




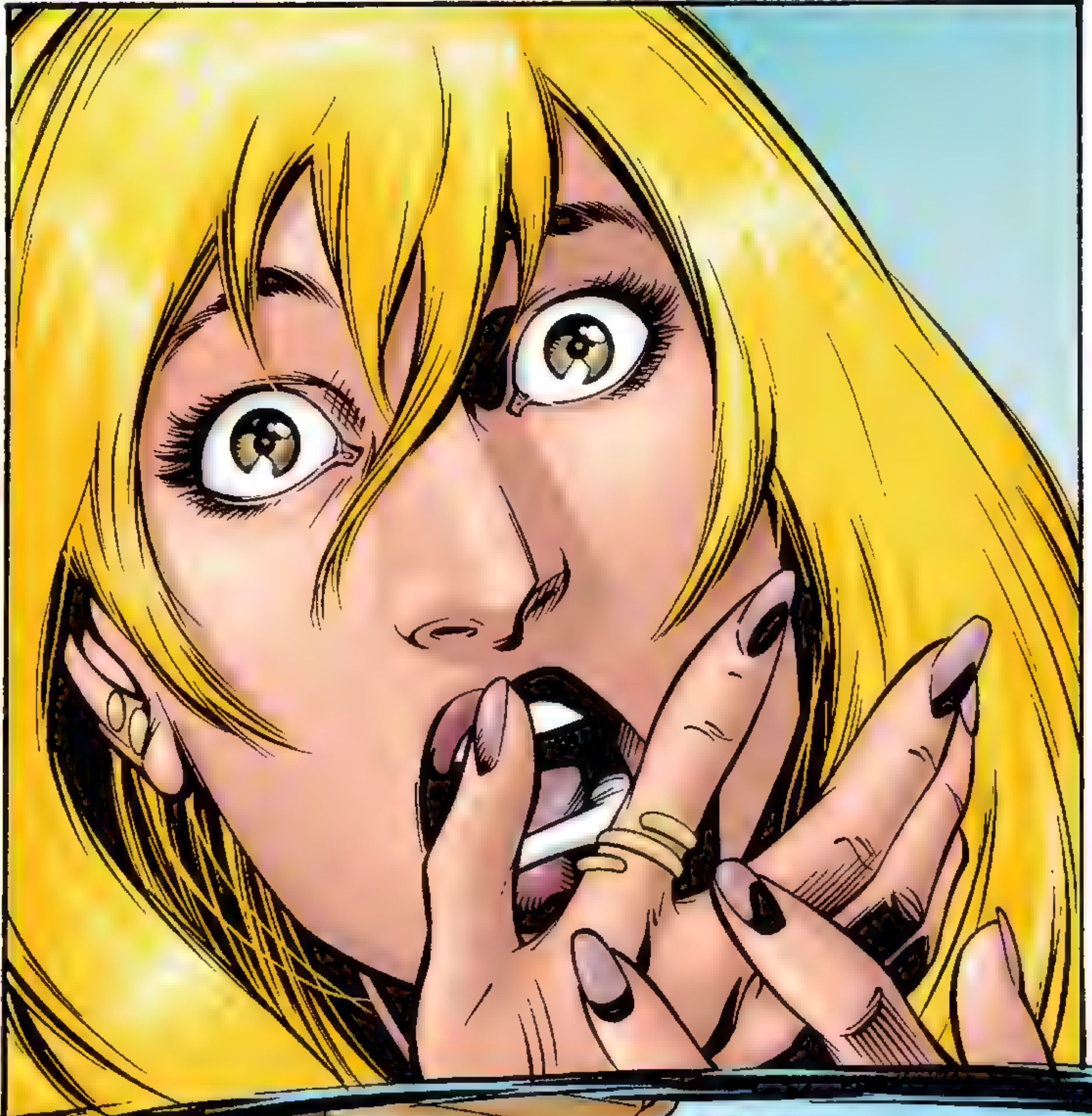
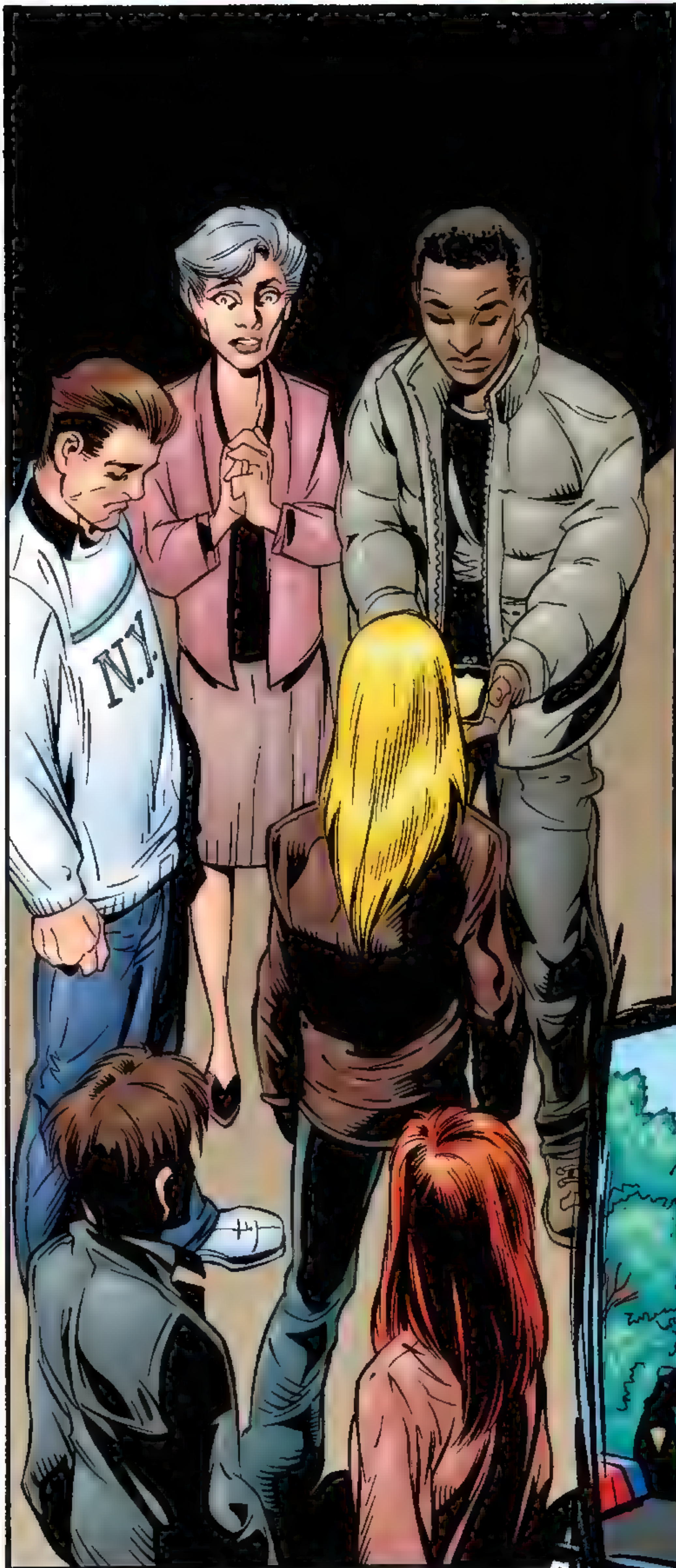
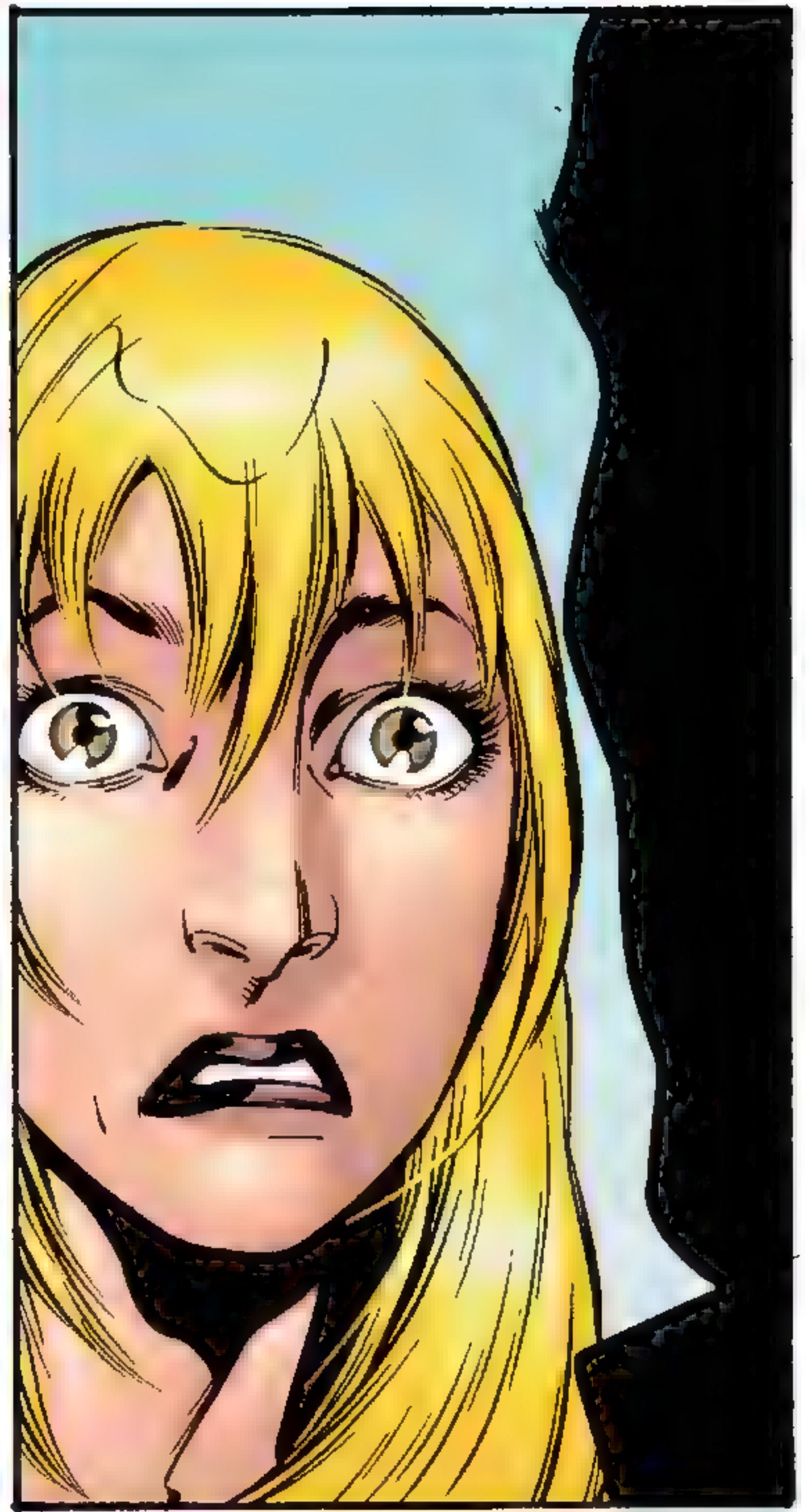
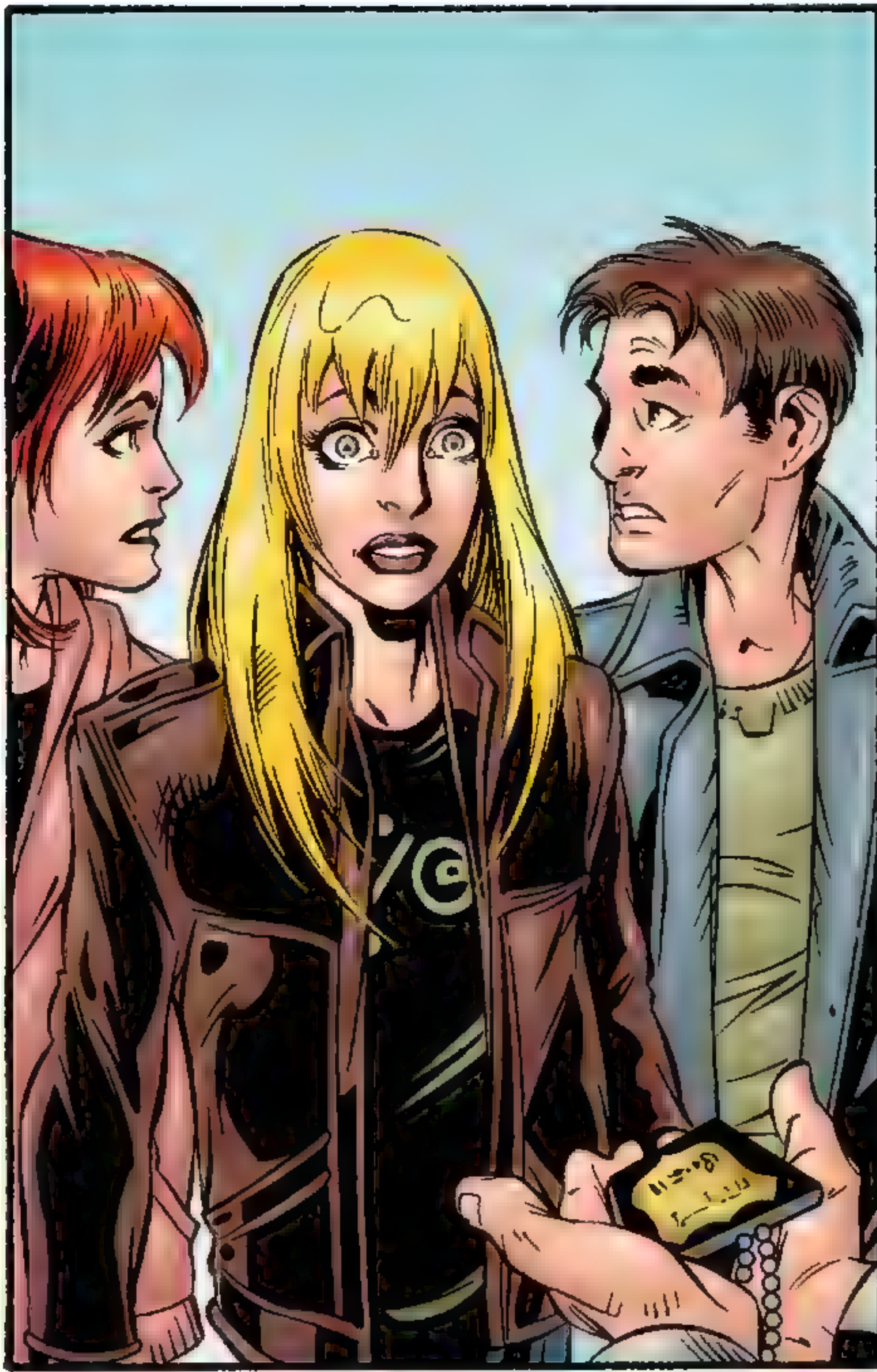




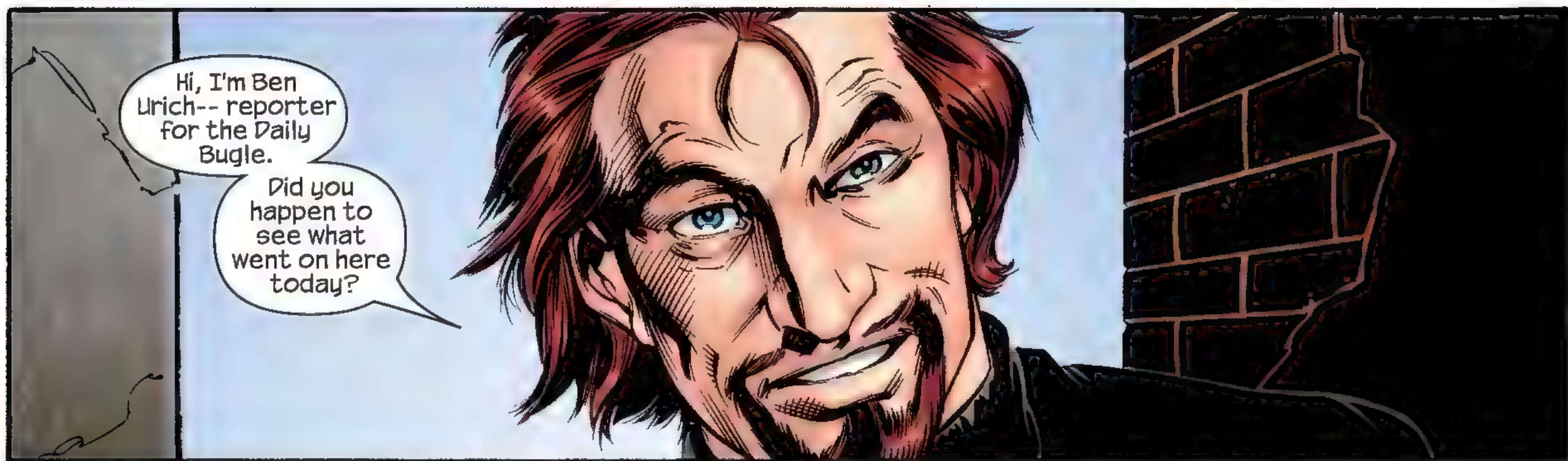












Hi, I'm Ben Urich-- reporter for the Daily Bugle.

Did you happen to see what went on here today?



Yo, man, not for nothin' but I was takin' out the garbage and I hear all this noise coming from behind the bank over there...

...wasn't no explosion or nothing, just like a car accident, that sound, like a squeal then a thump.

A thump?

Like when a car hits something.

And all of these-- these cops up in here for the convention, they start runnin' around.

It was crazy!!

You think Godzilla was up in here.



No, I was standing right over there-- see? Right there.

And I saw Spider-Man!!

And-- he was trying to rip off an armored car which really--

See? I remember being *really* bummed out because I thought Spider-Man was one of the good guys... but like everything else, I guess, he was full of it!!

And there he is-- beating the living crap out of this poor guard.

He was standing right on top of the armored car that tipped over and he was just slapping the guard.

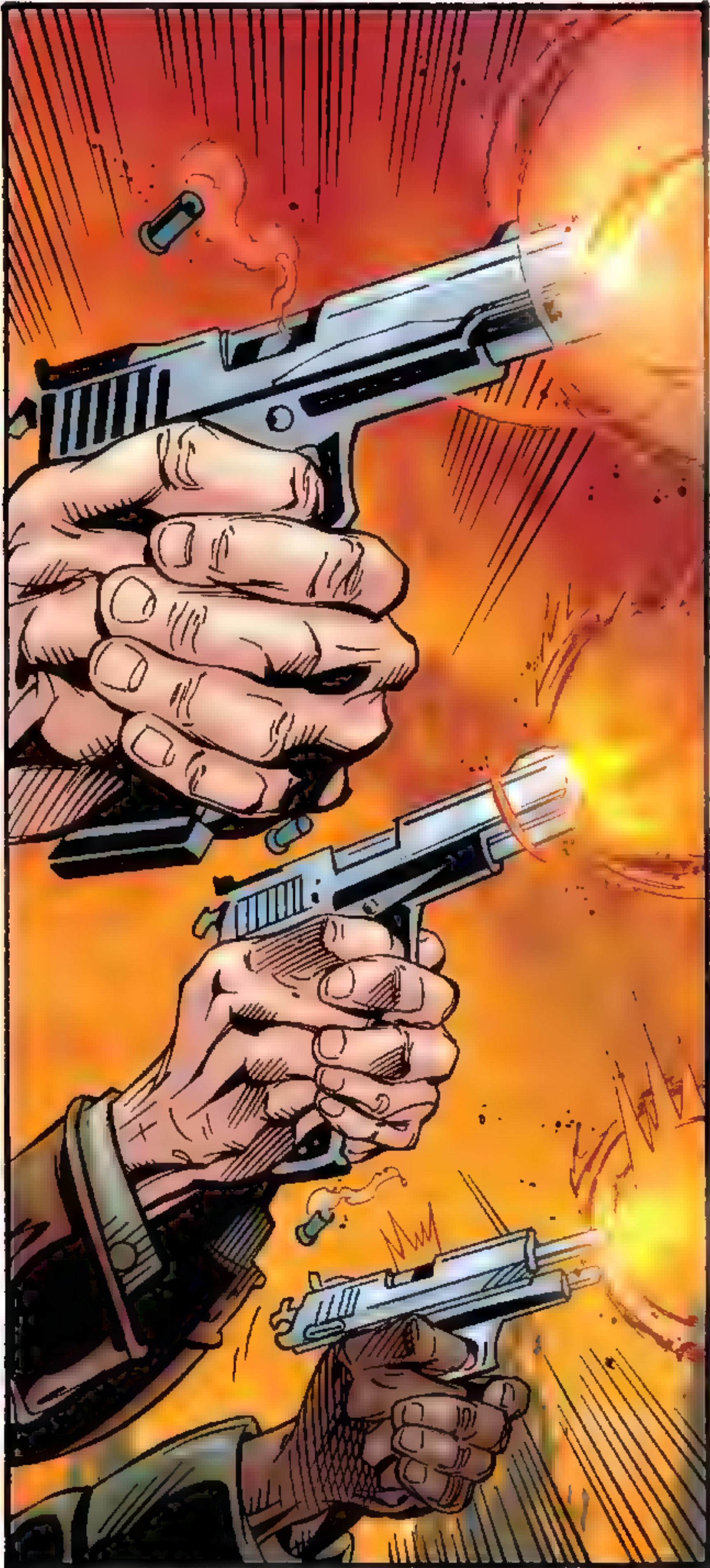
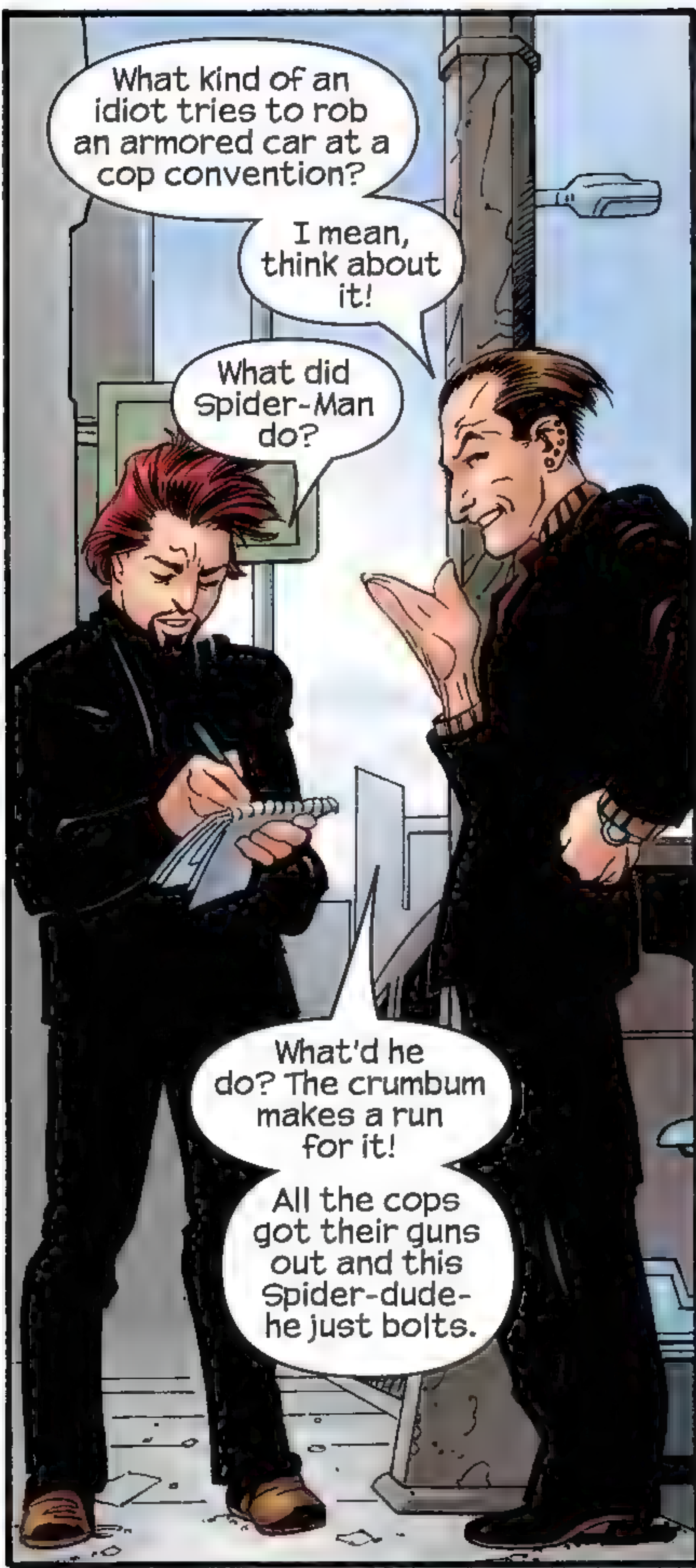
Slapping him!

And all these cops came outta nowhere and were pointing their guns and screaming and yelling-- just like on the TV.

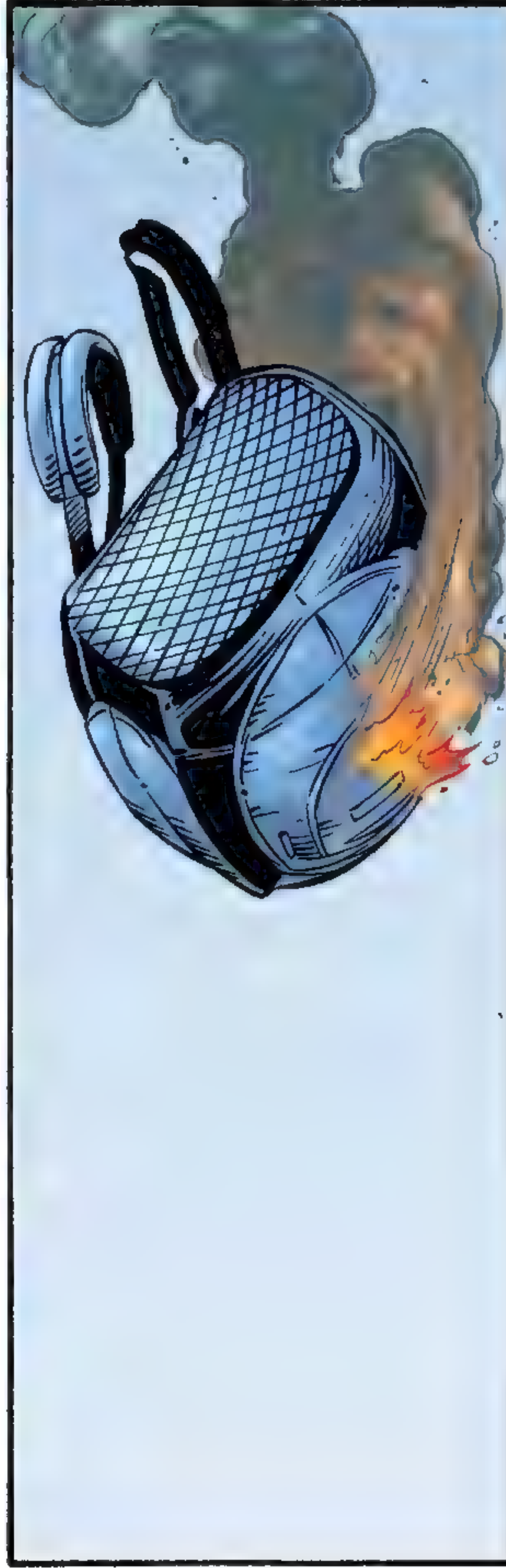
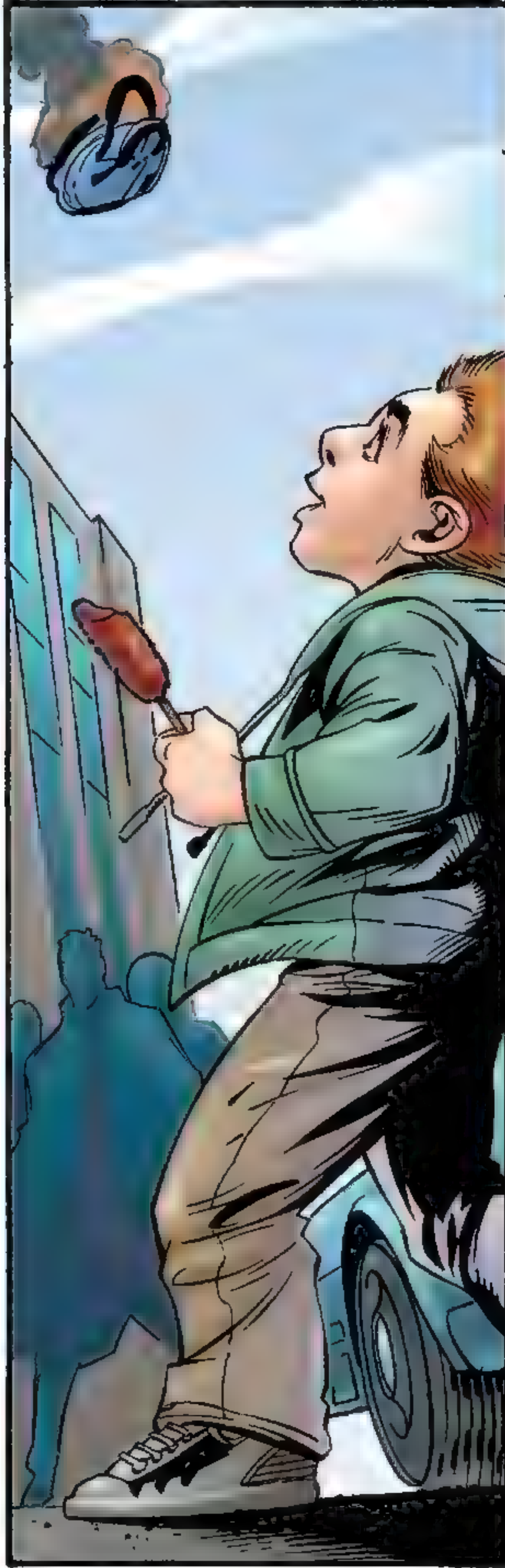
What did Spider-Man do?



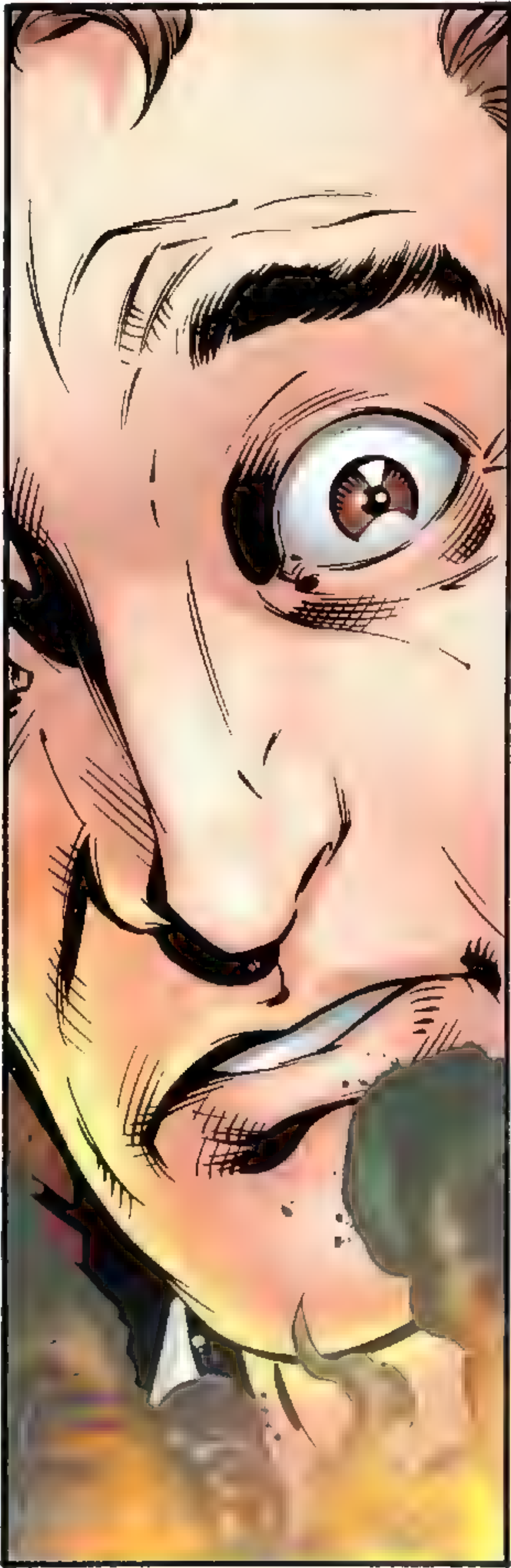
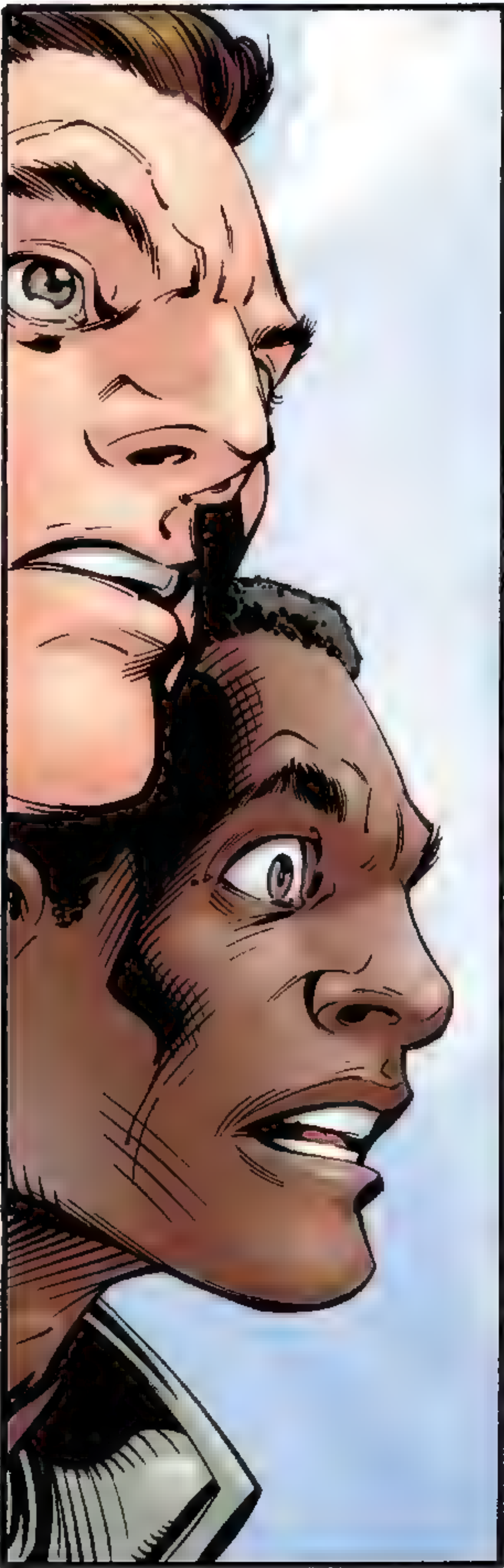
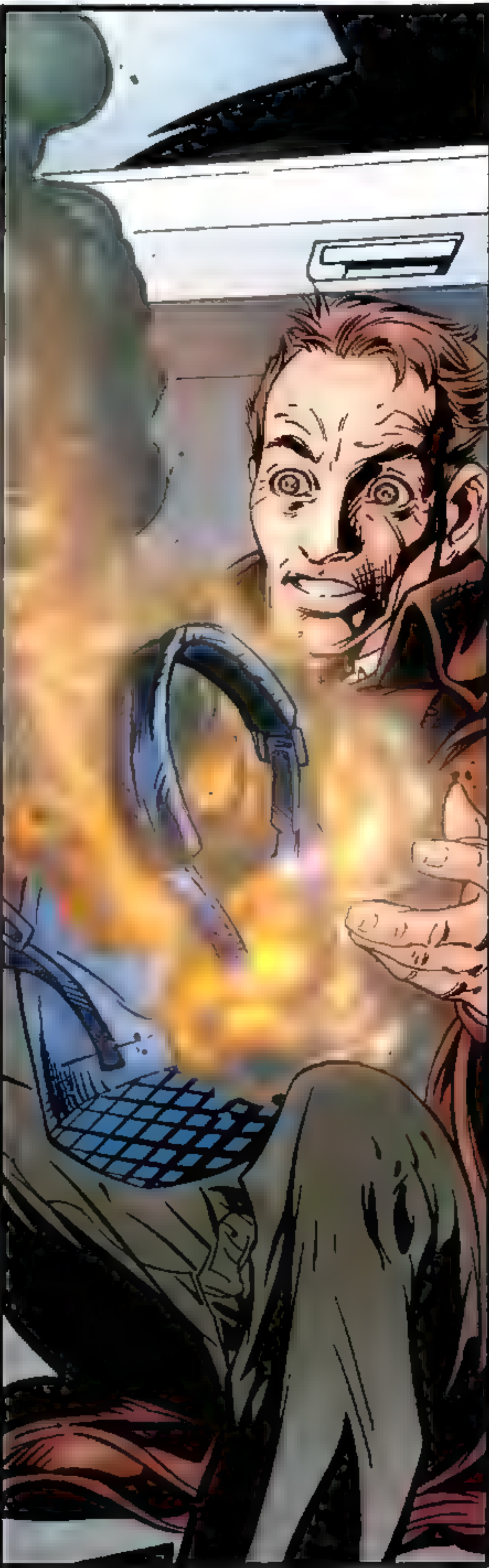
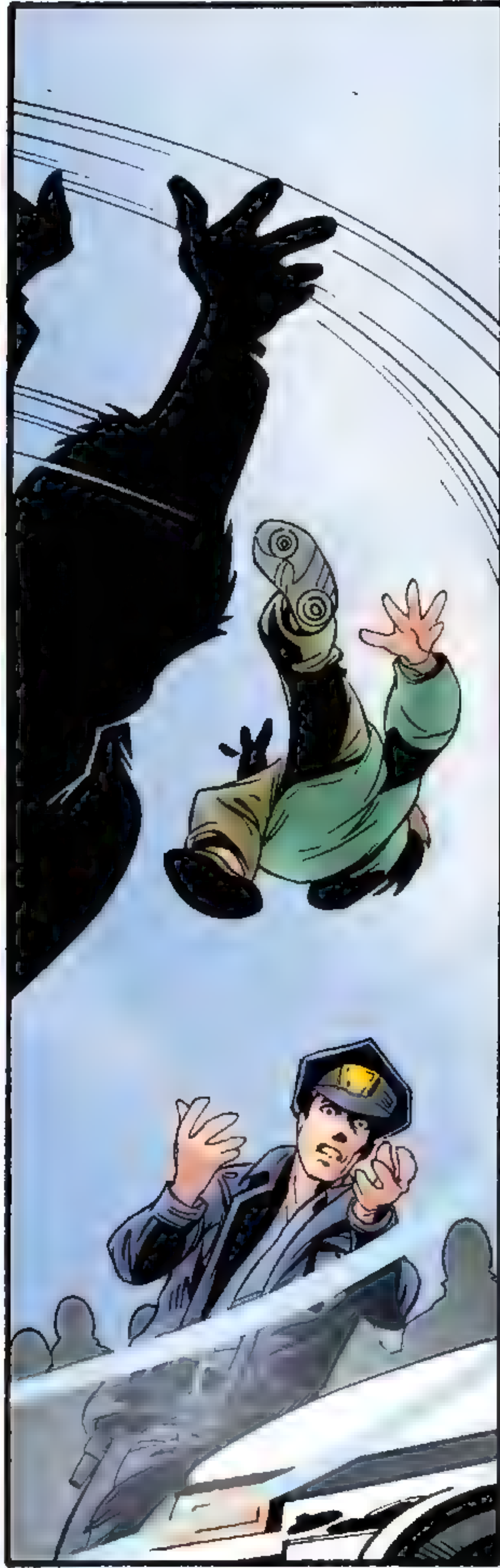




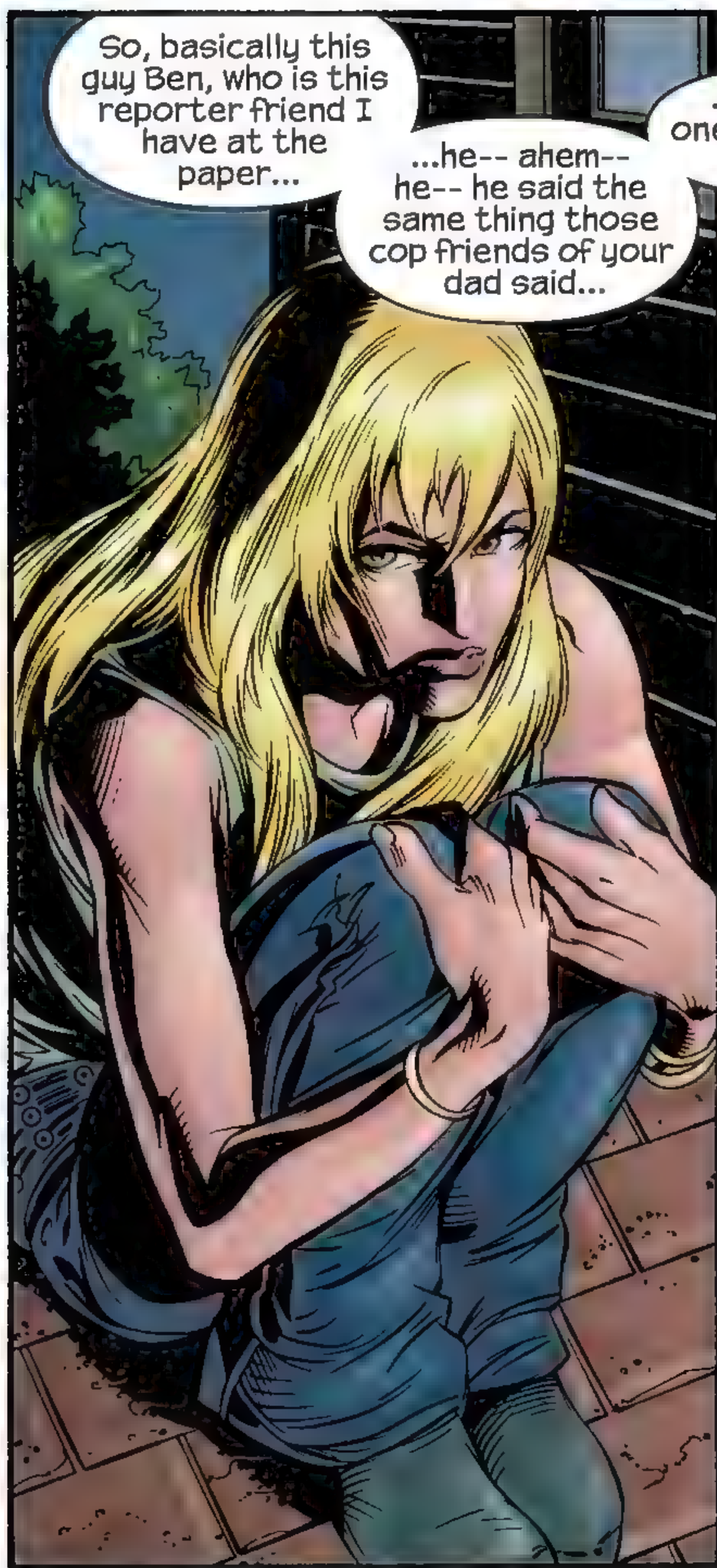












So, basically this guy Ben, who is this reporter friend I have at the paper...

...he-- ahem-- he-- he said the same thing those cop friends of your dad said...

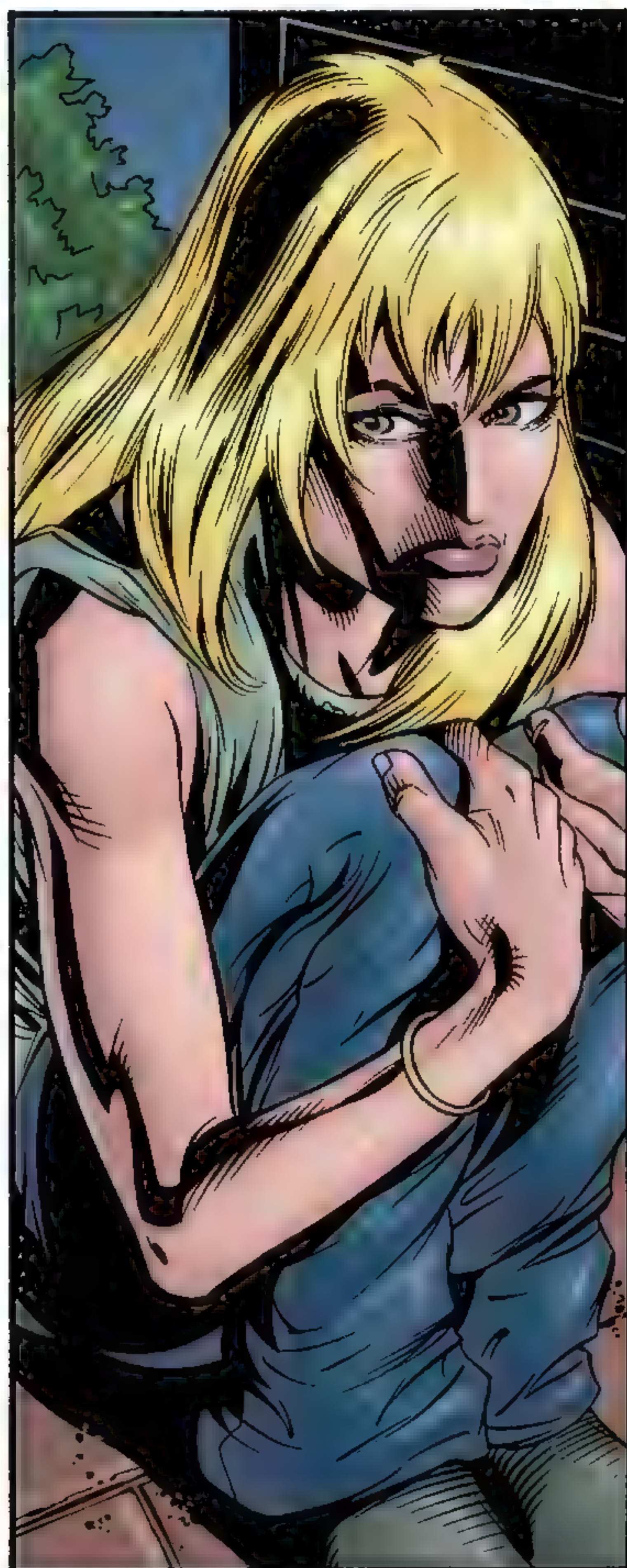


...that every one who saw what happened...

...every one of them said he died saving that little boy.

He died a hero.

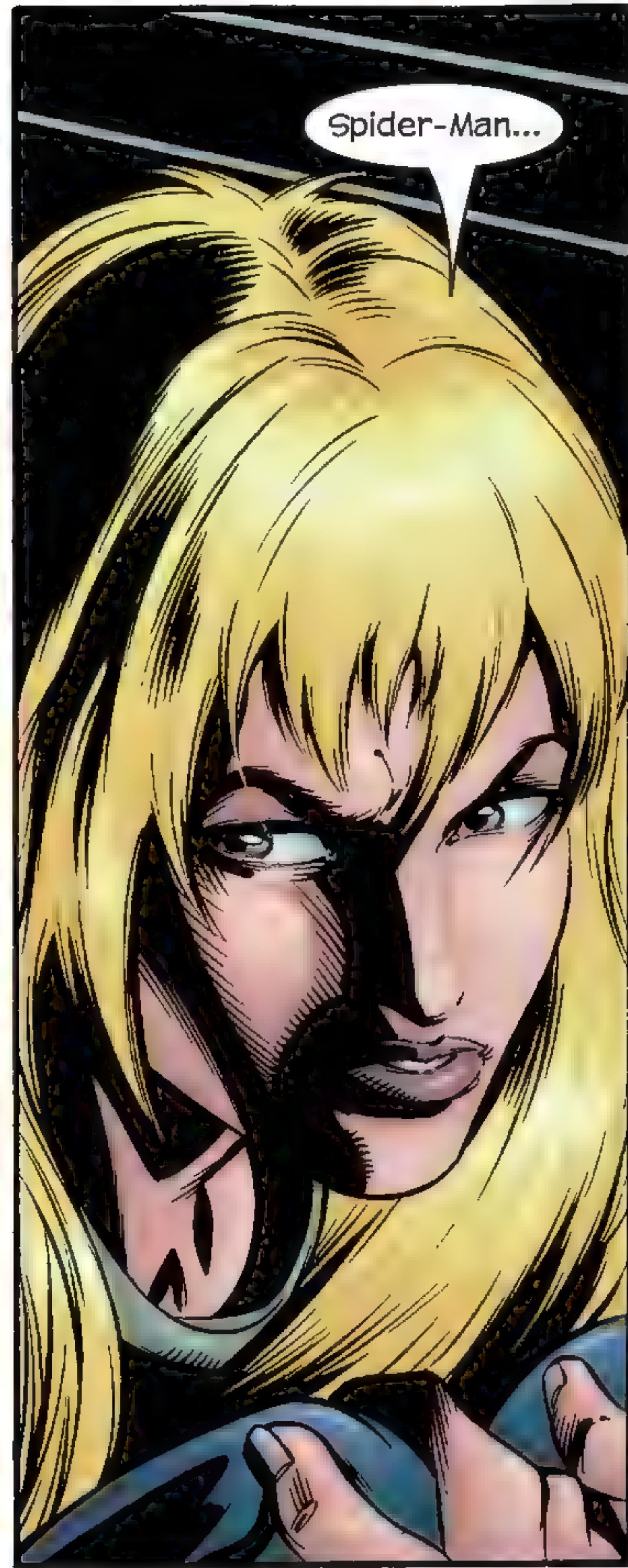
And-- and I know that doesn't make it any better but-- that's what happened.



They-- uh--

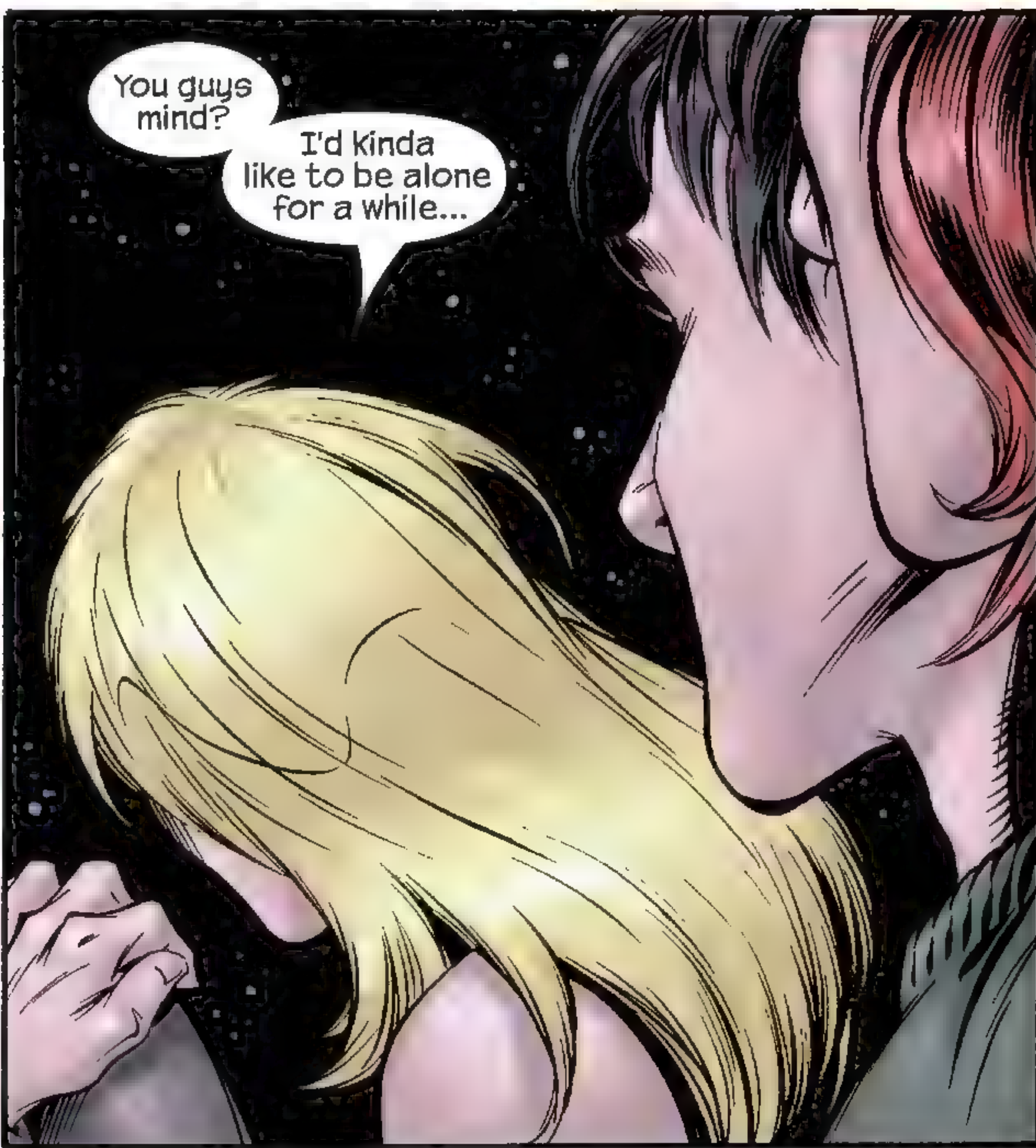
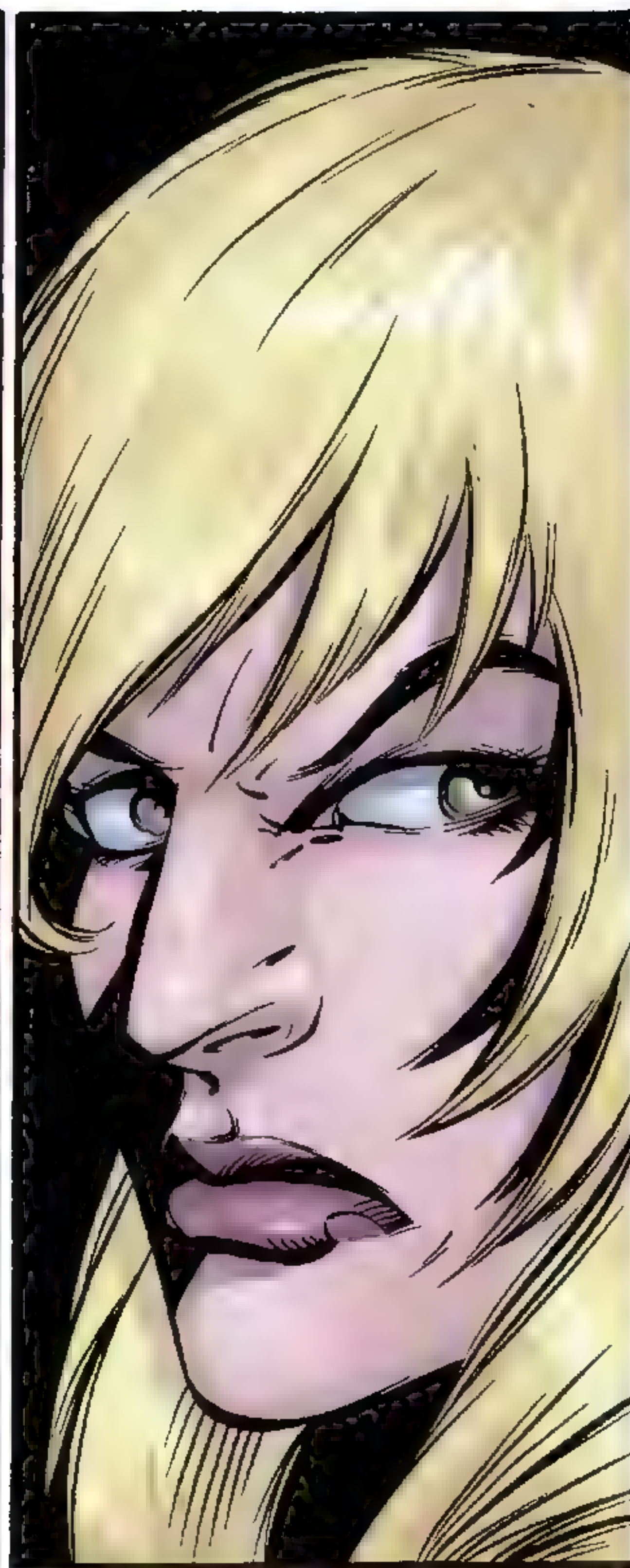
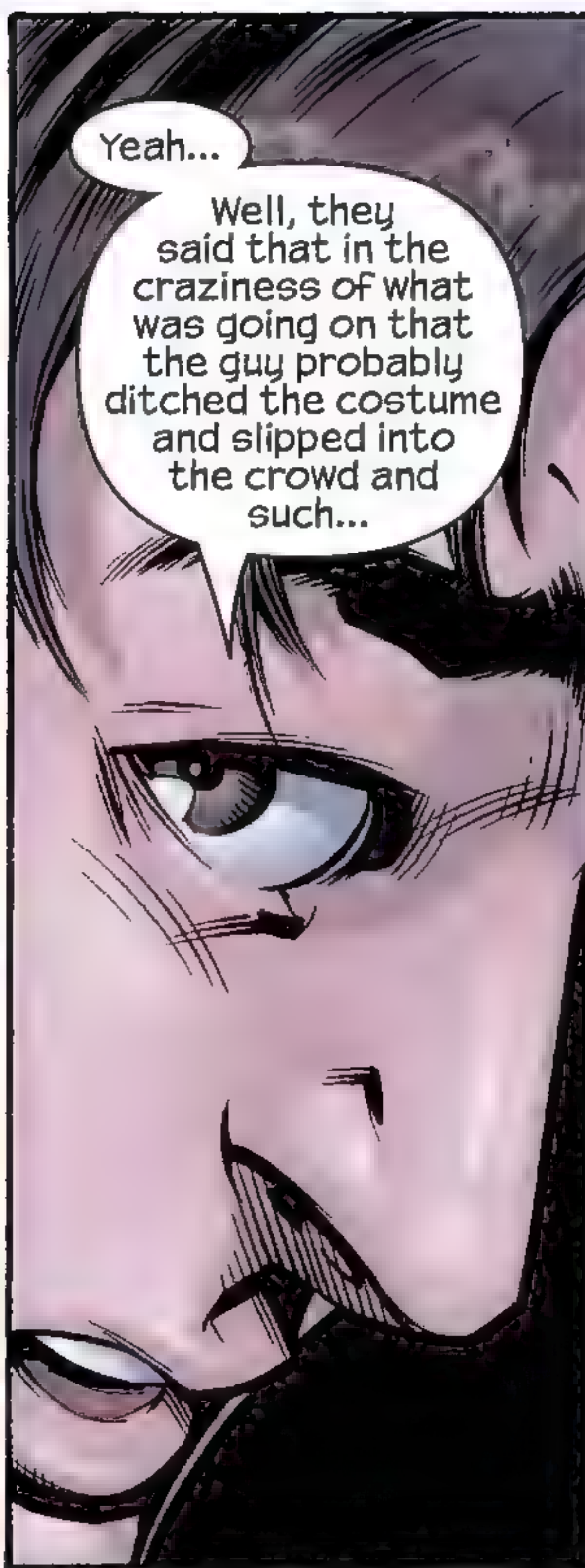
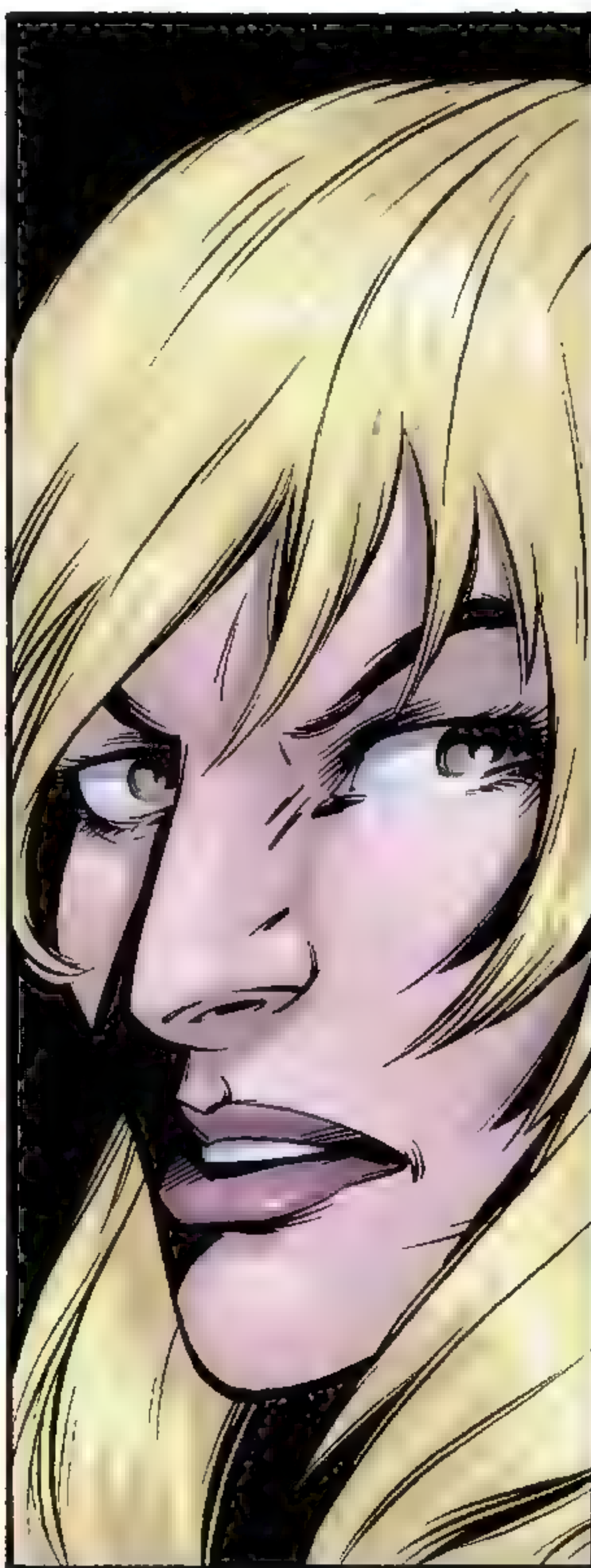
--they don't know what was in the knapsack yet... but they think that it was stuff to open the armored car with-- blow it up or something.

Maybe that plastique stuff-- that playdoh they make bombs with.

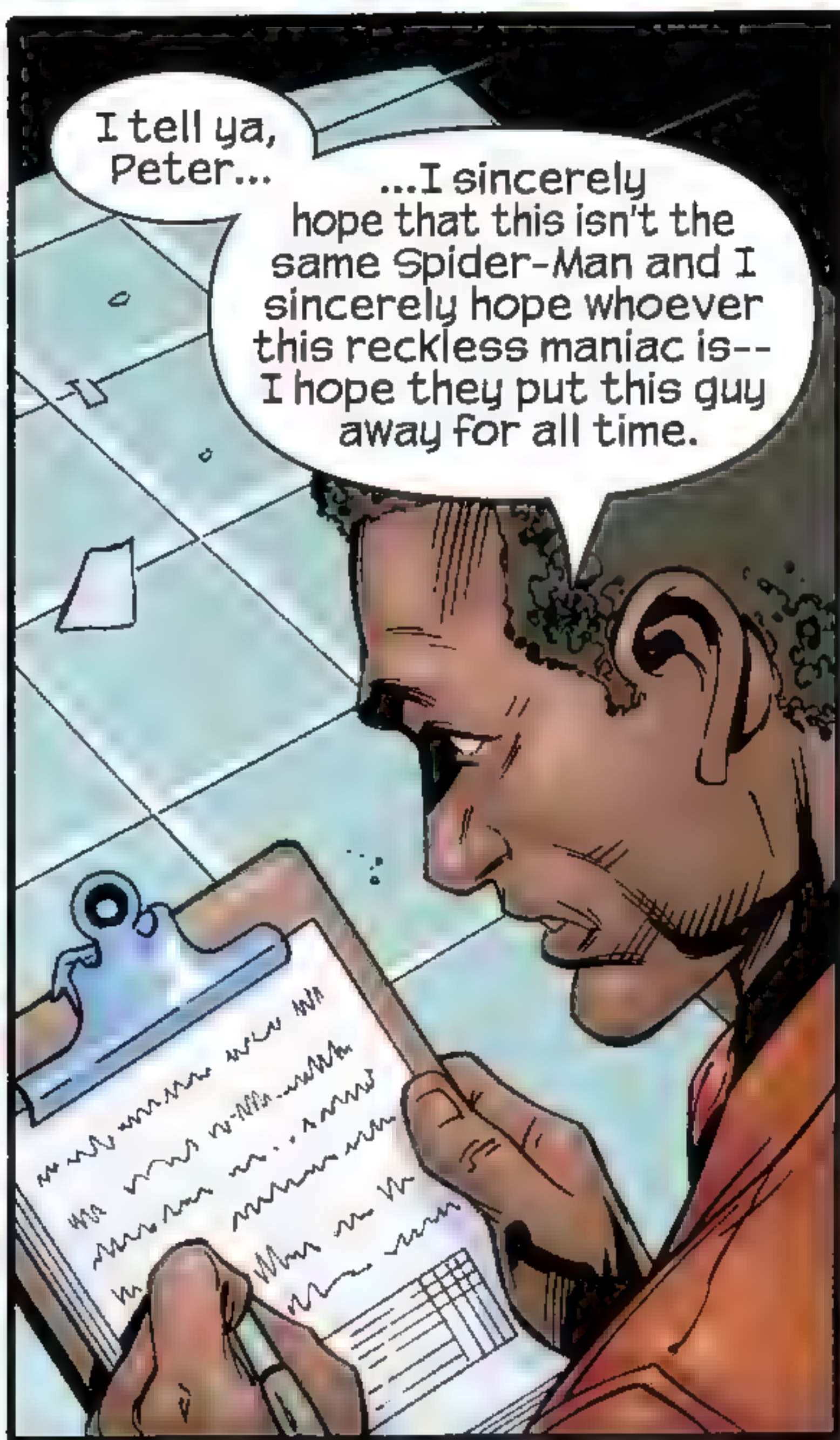
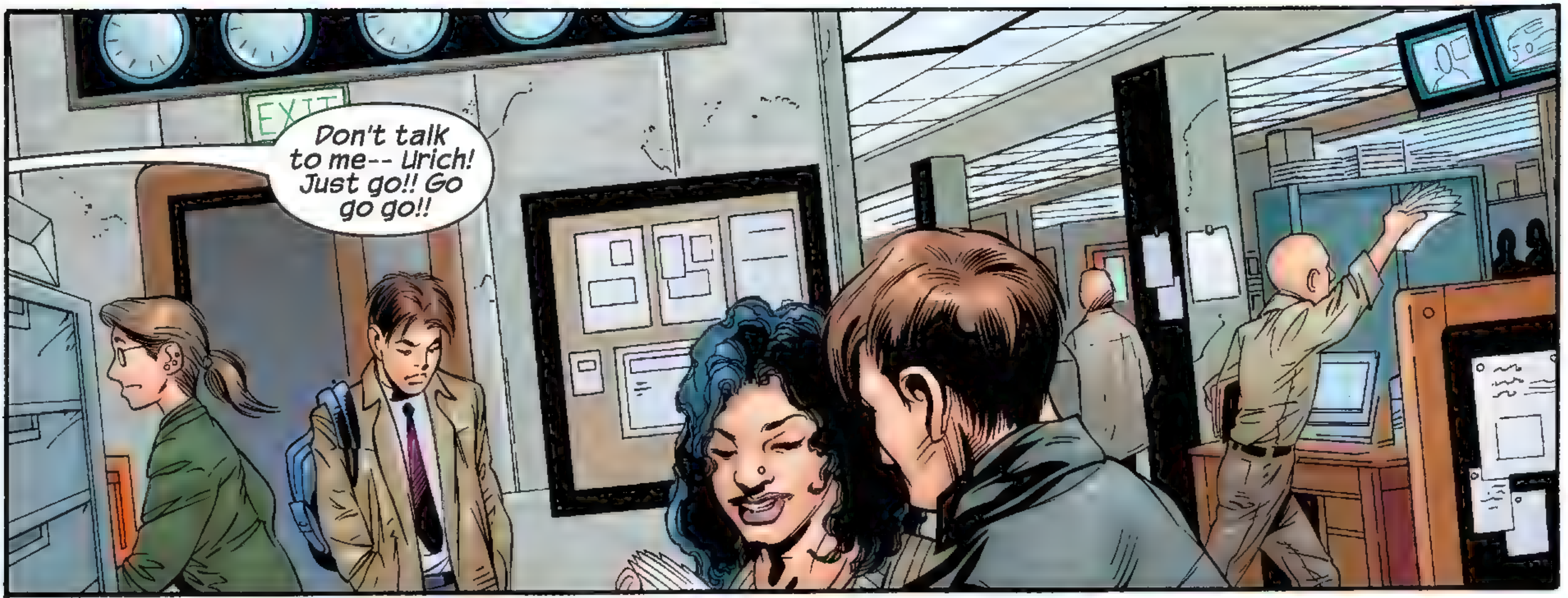


Spider-Man...

















**To be  
concluded...**





ULTIMATE

SPIDER-MAN®

ISSUE

32

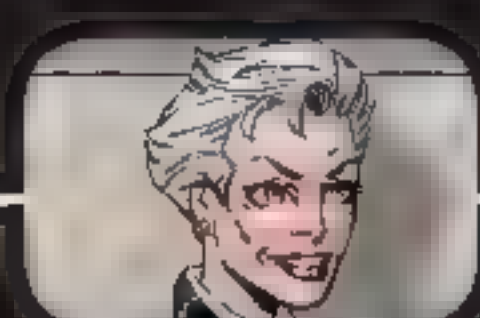
BENDIS  
BAGLEY  
THIBERT

MARVEL®





Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man and is shot by the police.

Gwen Stacy, the new girl at school is staying at Peter's house, while her father, police captain John Stacy, is in Atlantic City for a police convention.

At the convention, Captain Stacy is killed in an accident trying to apprehend the fake wall-crawler.

Peter goes to the Daily Bugle and finds out that the fake Spider-Man is holding hostages in a Soho bank. He bravely confronts the imposter surrounded by the hostages.



# S t a n l e e p r e s e n t s : ULTIMATE SPIDER-MAN

Brian Michael Bendis story

panels Mark Bagley

Art Thibert inks

Transparency Digital  
colors

Chris Eliopoulos  
letters

C.B. Cebulski  
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Brian Smith  
associate editor

Ralph Macchio  
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Joe Quesada  
editor in chief

Bill Jemas  
president of inspiration

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Uh-- hi.  
I'm looking  
for Ginger  
Stacy--

Oh--  
Hi. Hello.  
Yes.

I'm May  
Parker.



My  
nephew-- no--  
we don't know  
each other.

My nephew  
is in the same  
grade as your  
daughter.

Yes, I uh--  
I don't know  
if anybody has  
been in touch  
with you,  
but...



Yes, well, I--  
I can't tell you how  
*sorry* I am about  
your husband's  
passing.

I didn't know  
Captain Stacy all  
that well, but he  
struck me as a fine  
man and-- uh...

Well...



The reason  
I am calling is  
that your daughter,  
Gwen, is staying  
here--

She--  
well, no.

As-- as a favor  
to your husband she  
was staying here while  
he was away and--  
and-- um...

Well, I was  
wondering when  
you were going to  
be coming back  
for her.

Your  
daughter-- she  
needs her mother  
now-- she--

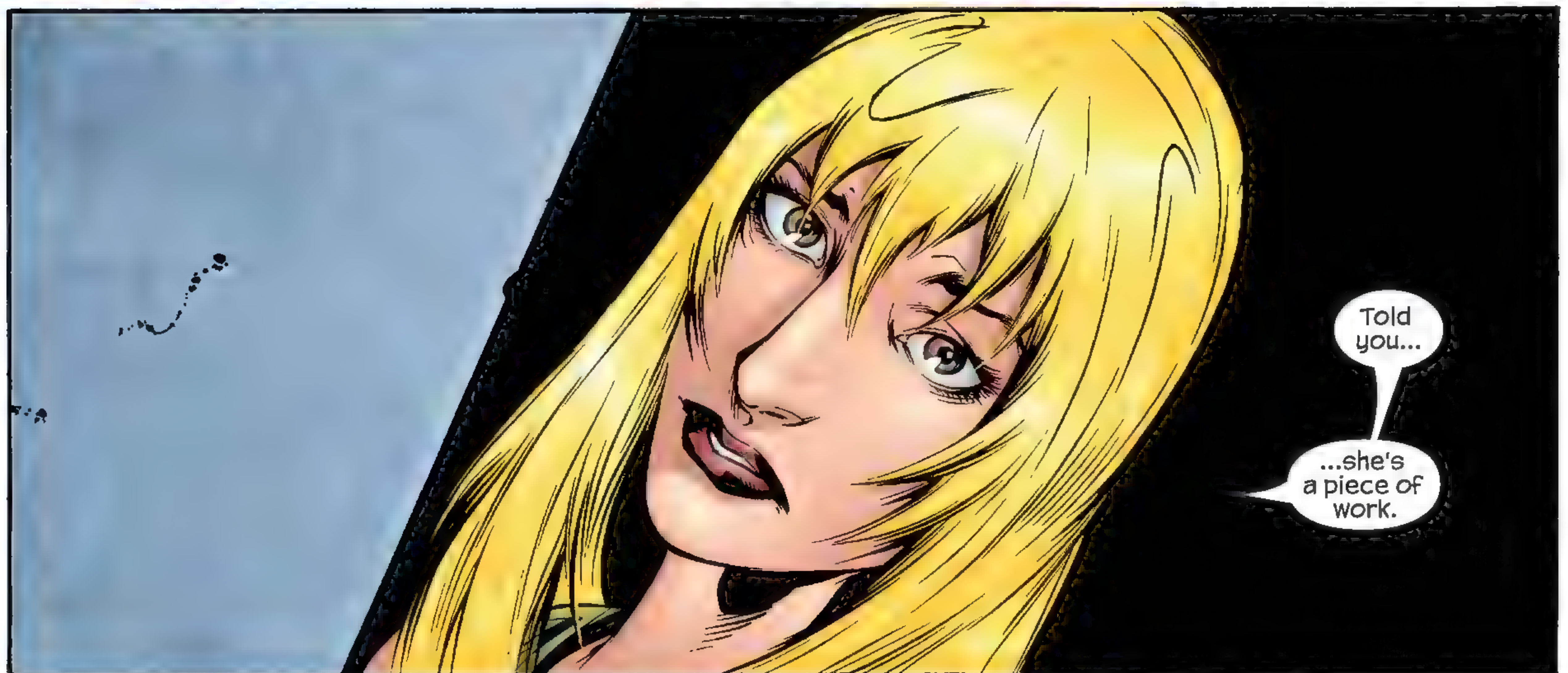
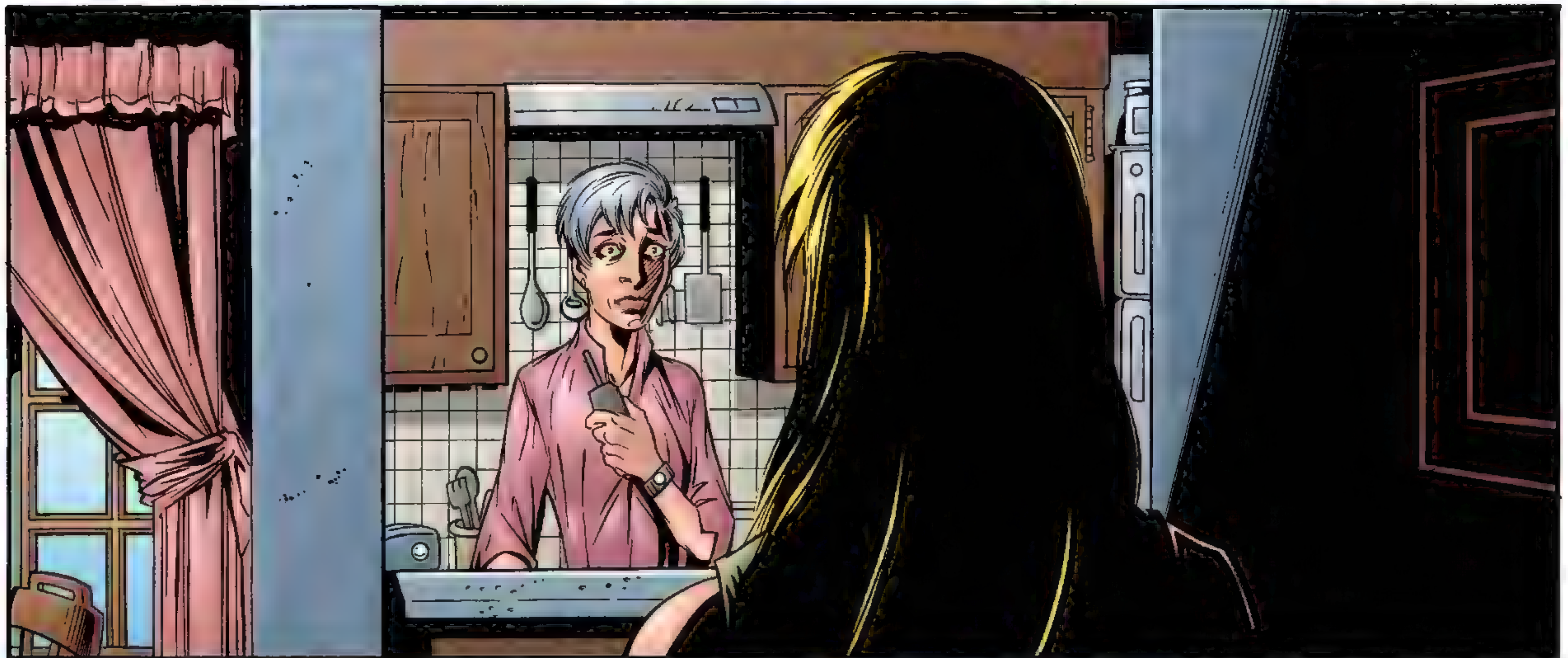
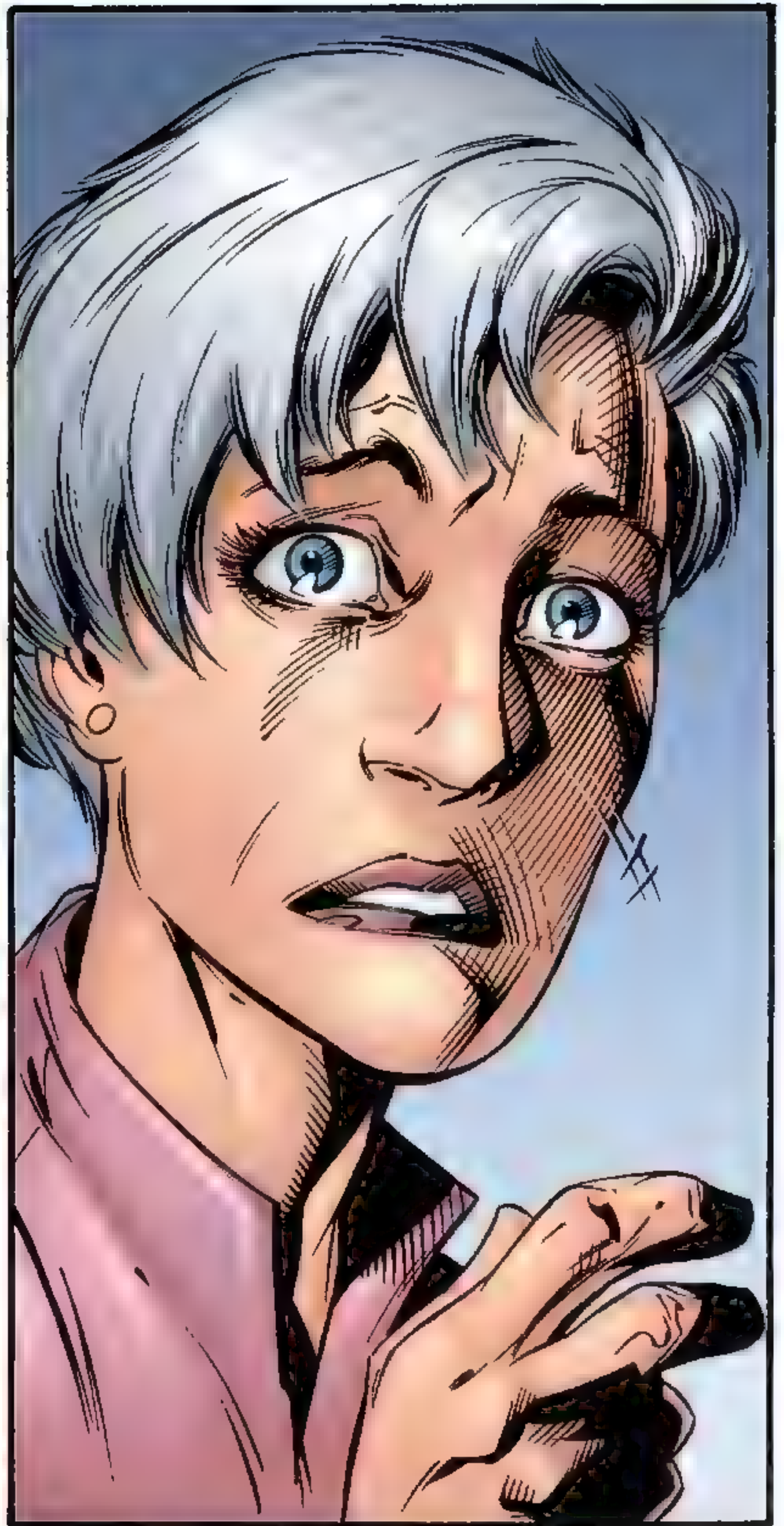


But  
you're her  
*mother*.

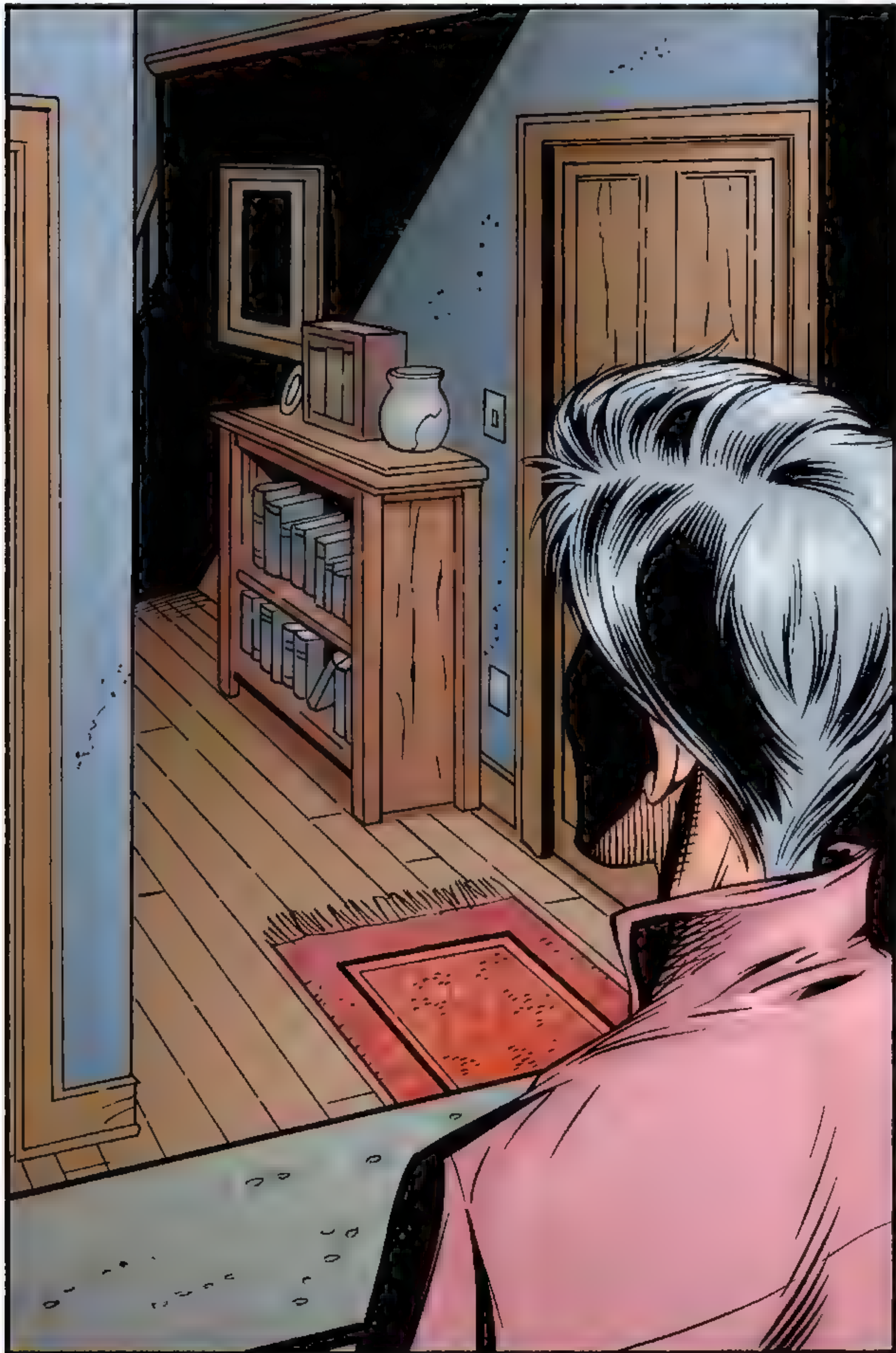
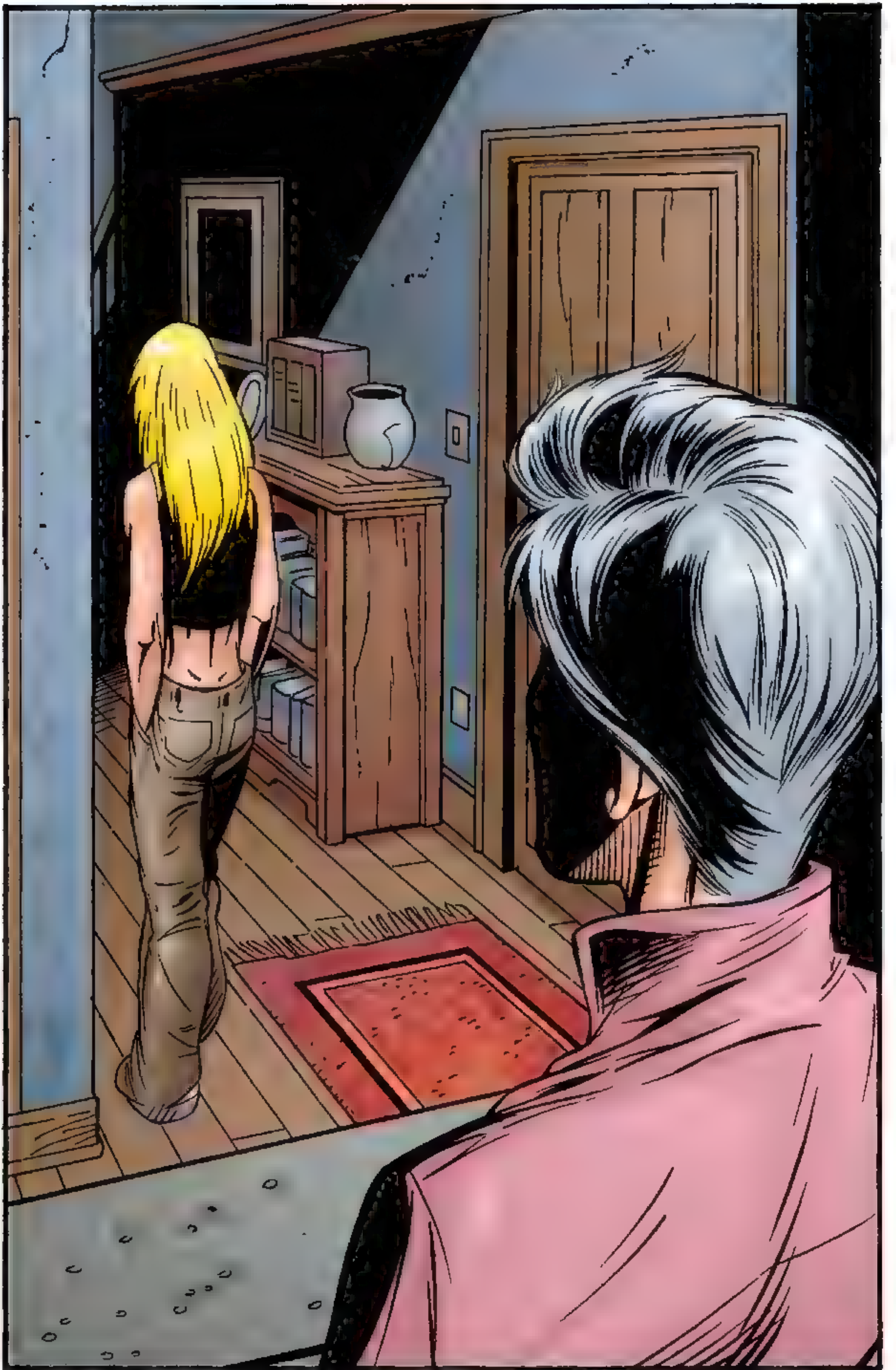
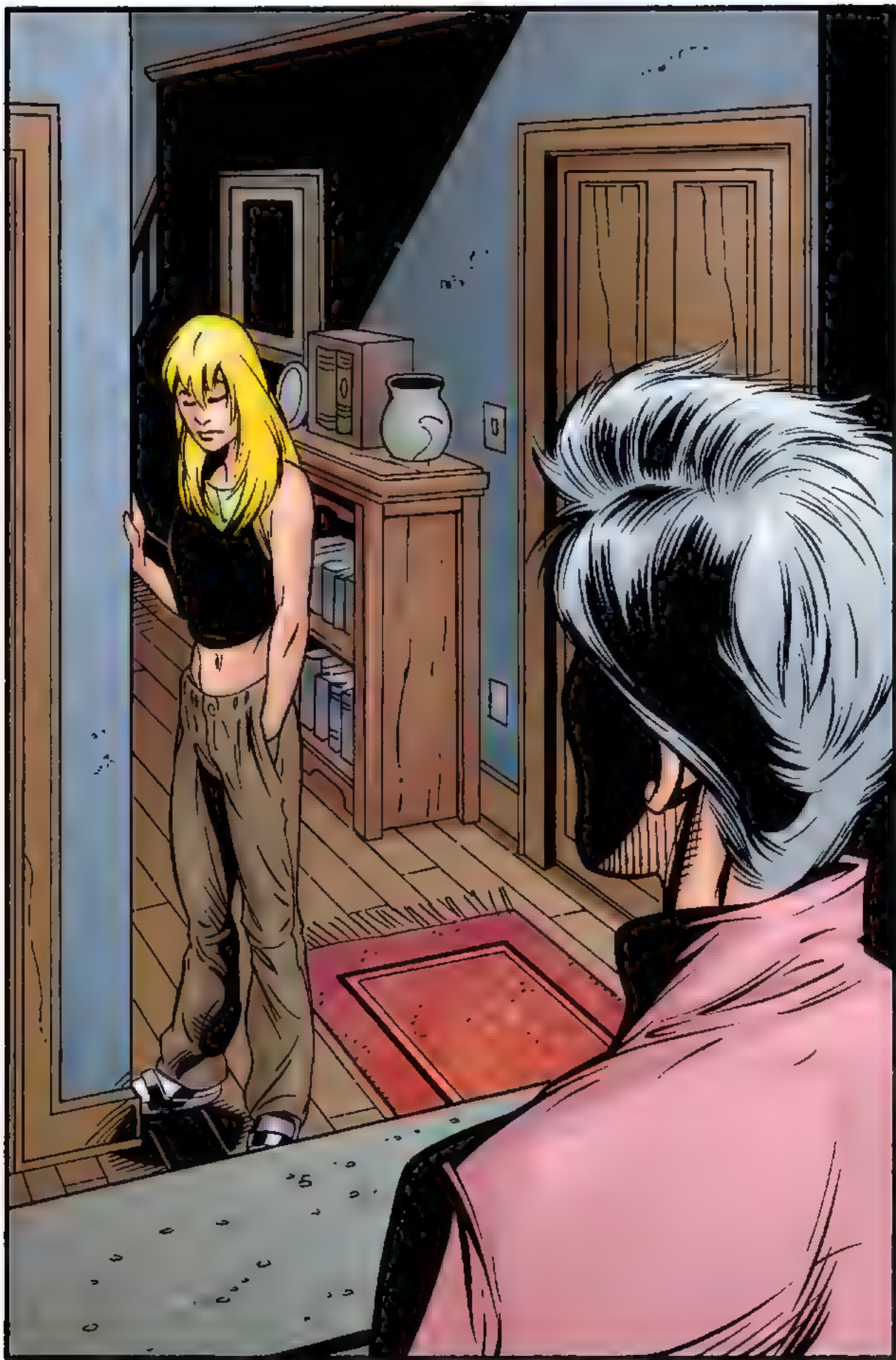
She  
just lost  
her--

--I just  
can't imagine  
why you  
would--

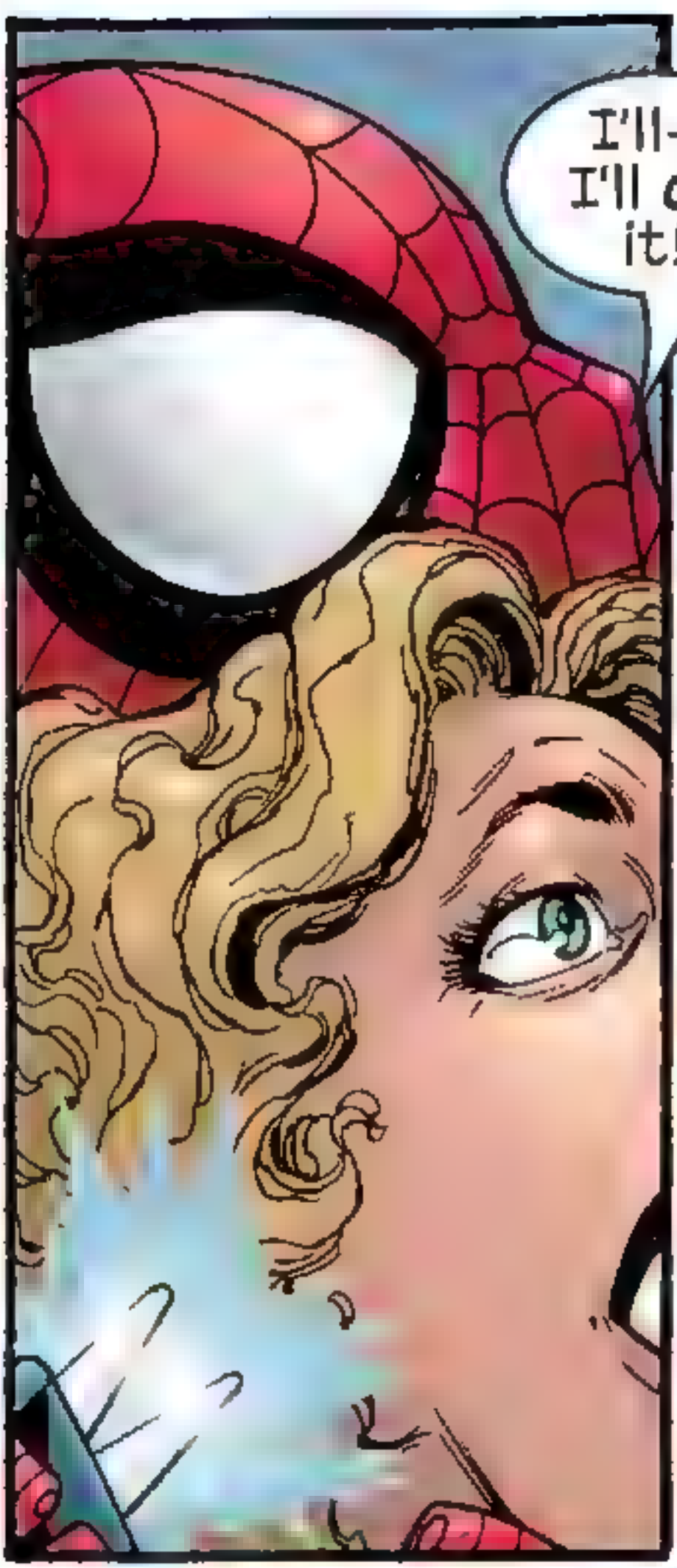




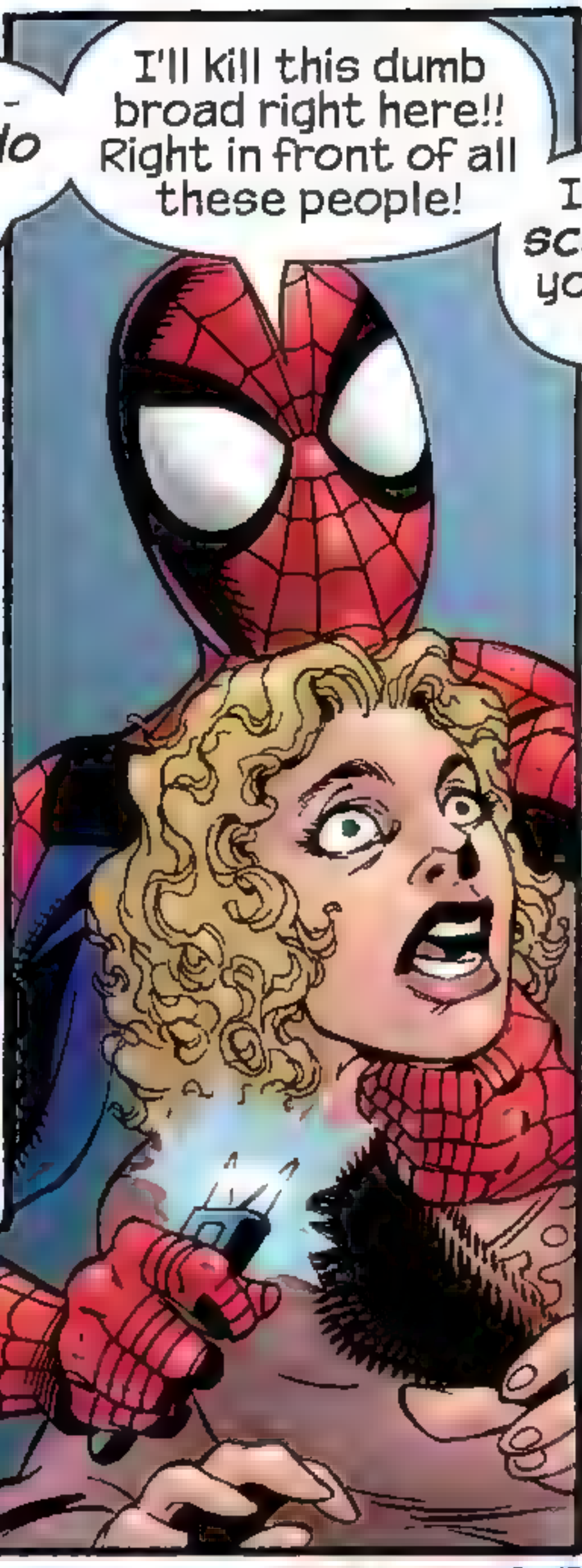








I'll--  
I'll *do*  
it!



I'll kill this dumb  
broad right here!!  
Right in front of all  
these people!

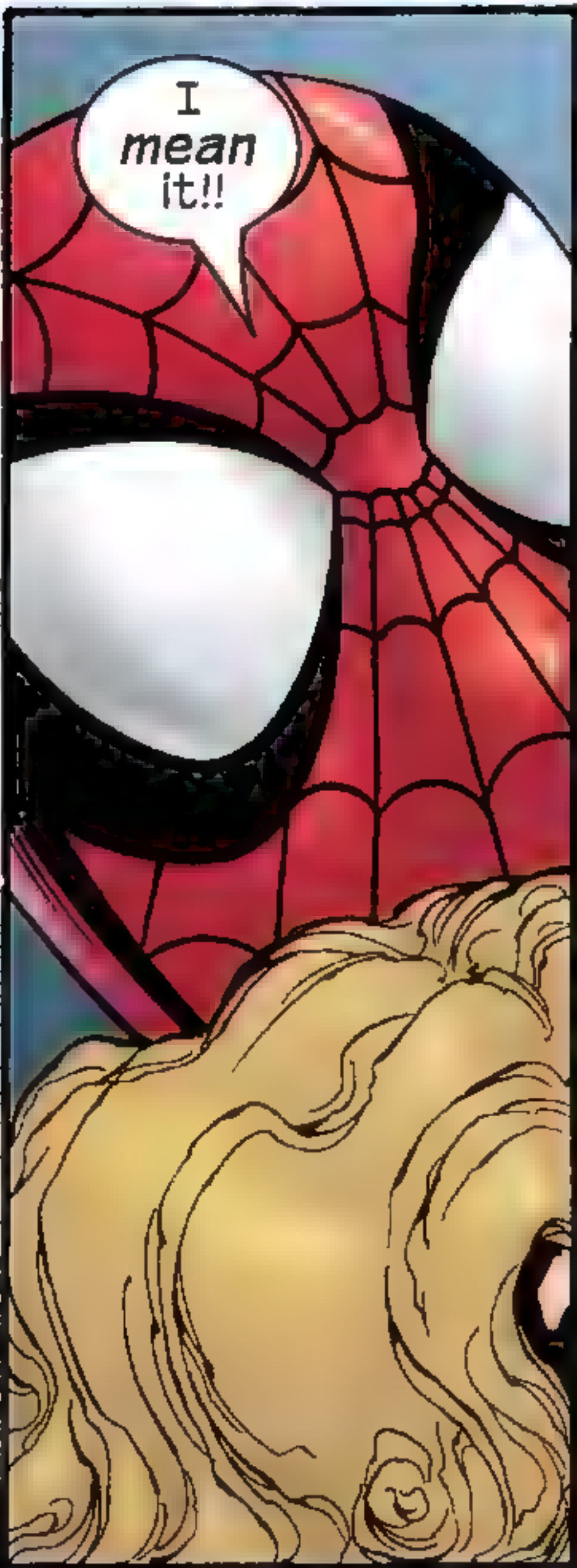
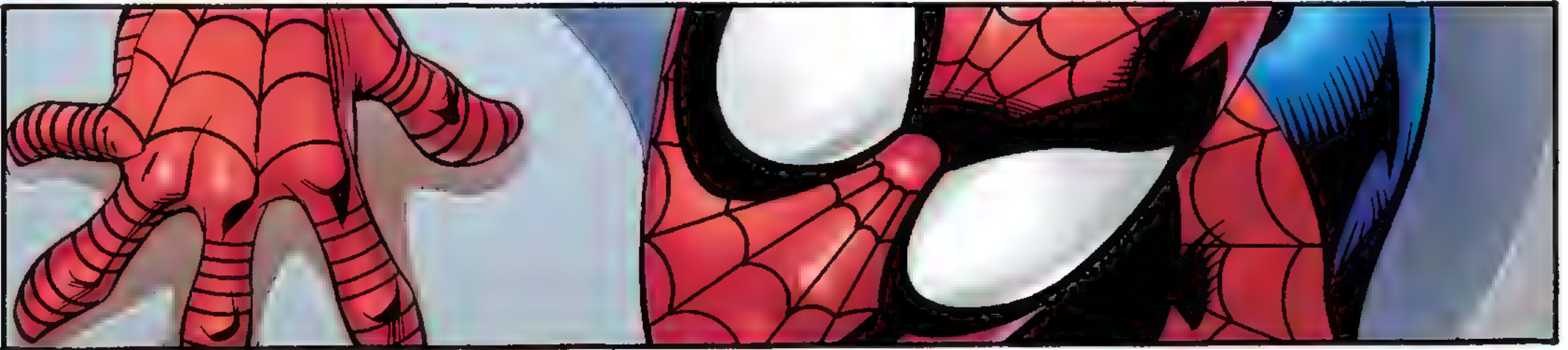
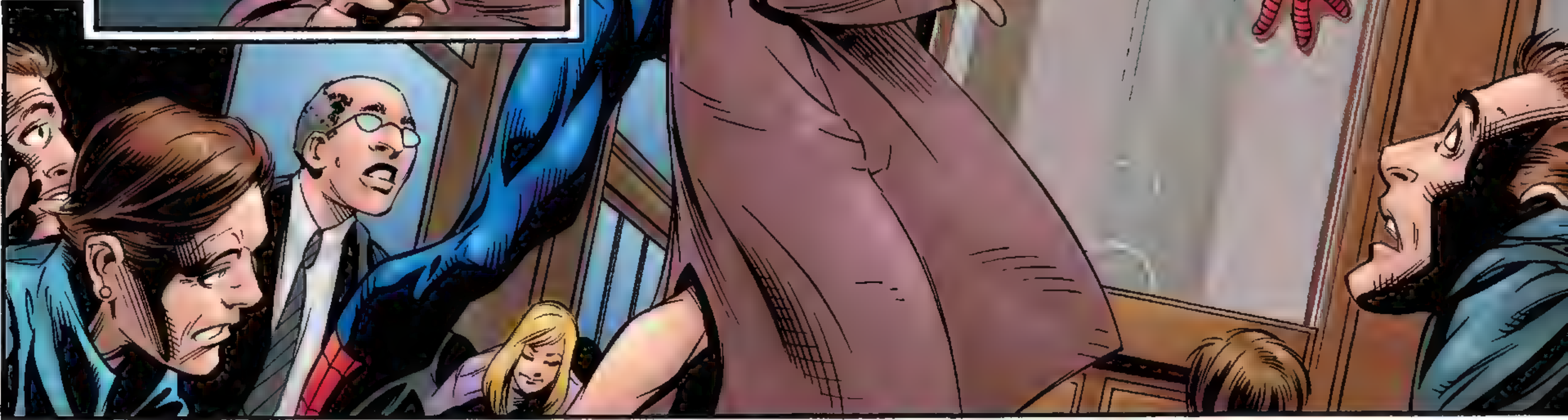
I'm not  
*scared* of  
you-- I'm  
*not*!!



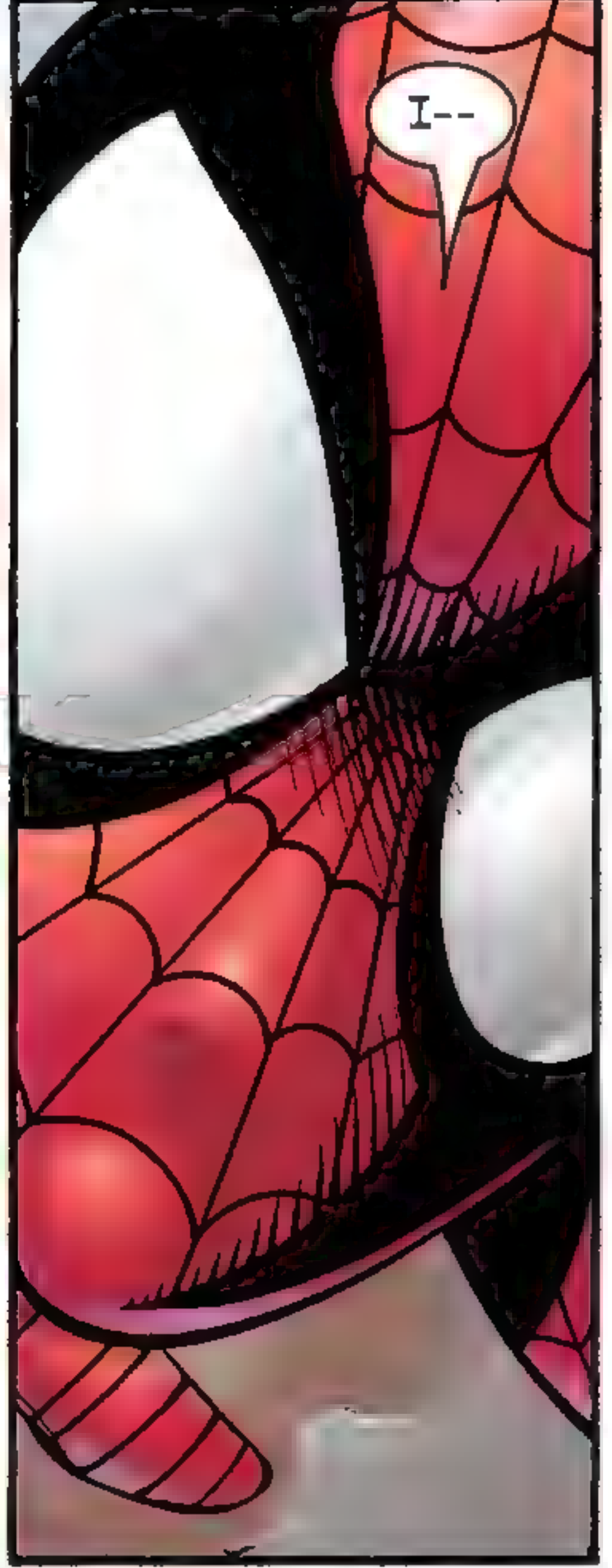
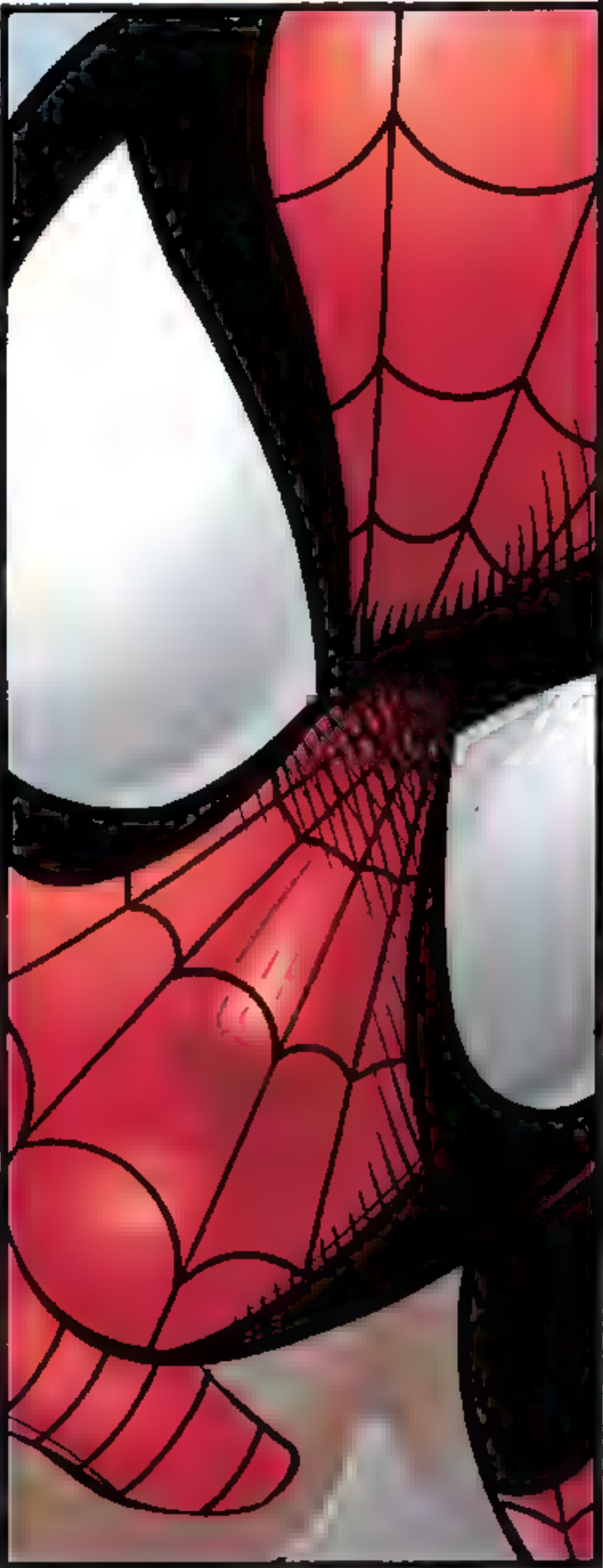
You-- you  
back away from  
here! You go  
out the way  
you came!!

You-- you  
crawl right up  
that wall and  
you get out  
of here!!

Or-- or--  
or-- or-- I'll  
do it!



I  
mean  
it!!



I--

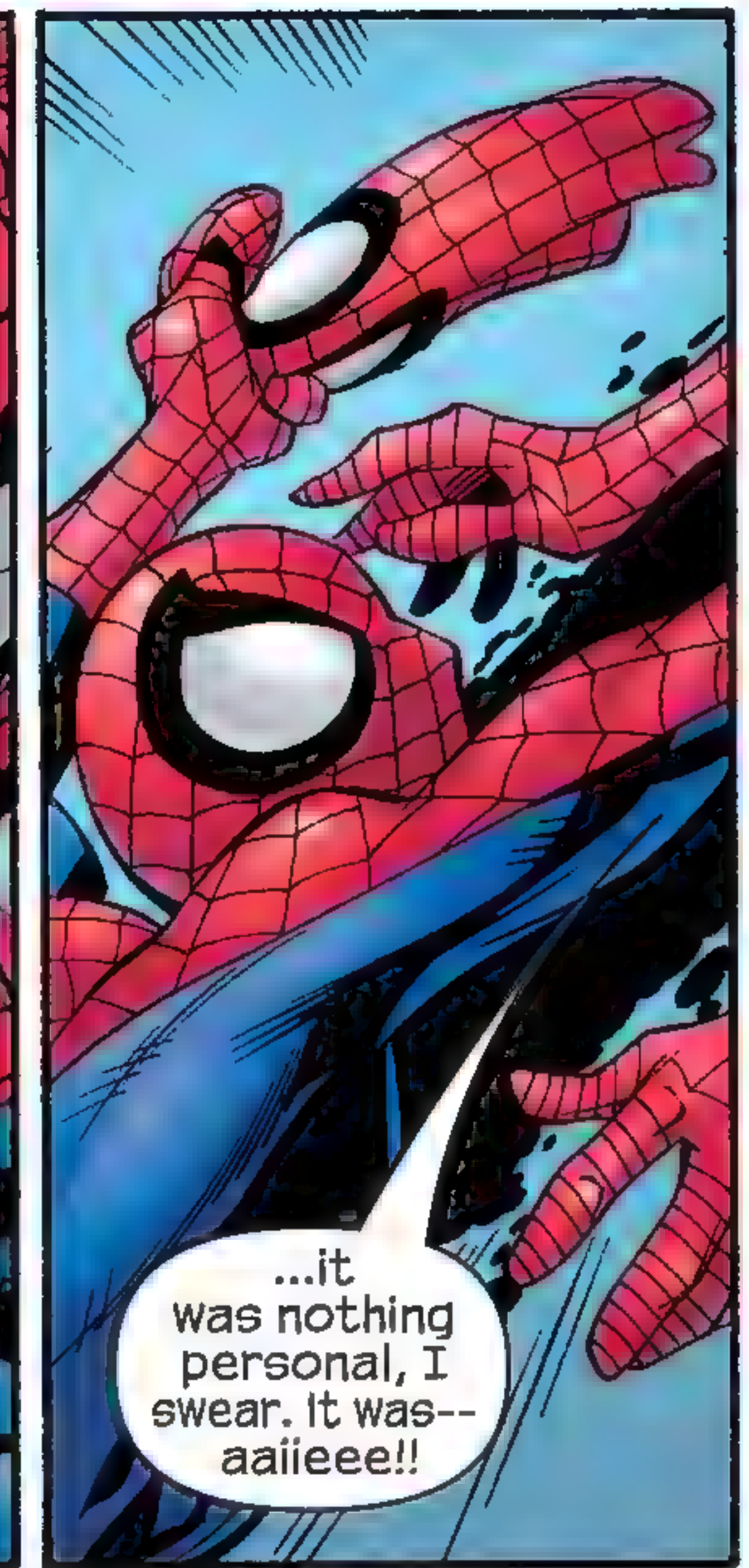
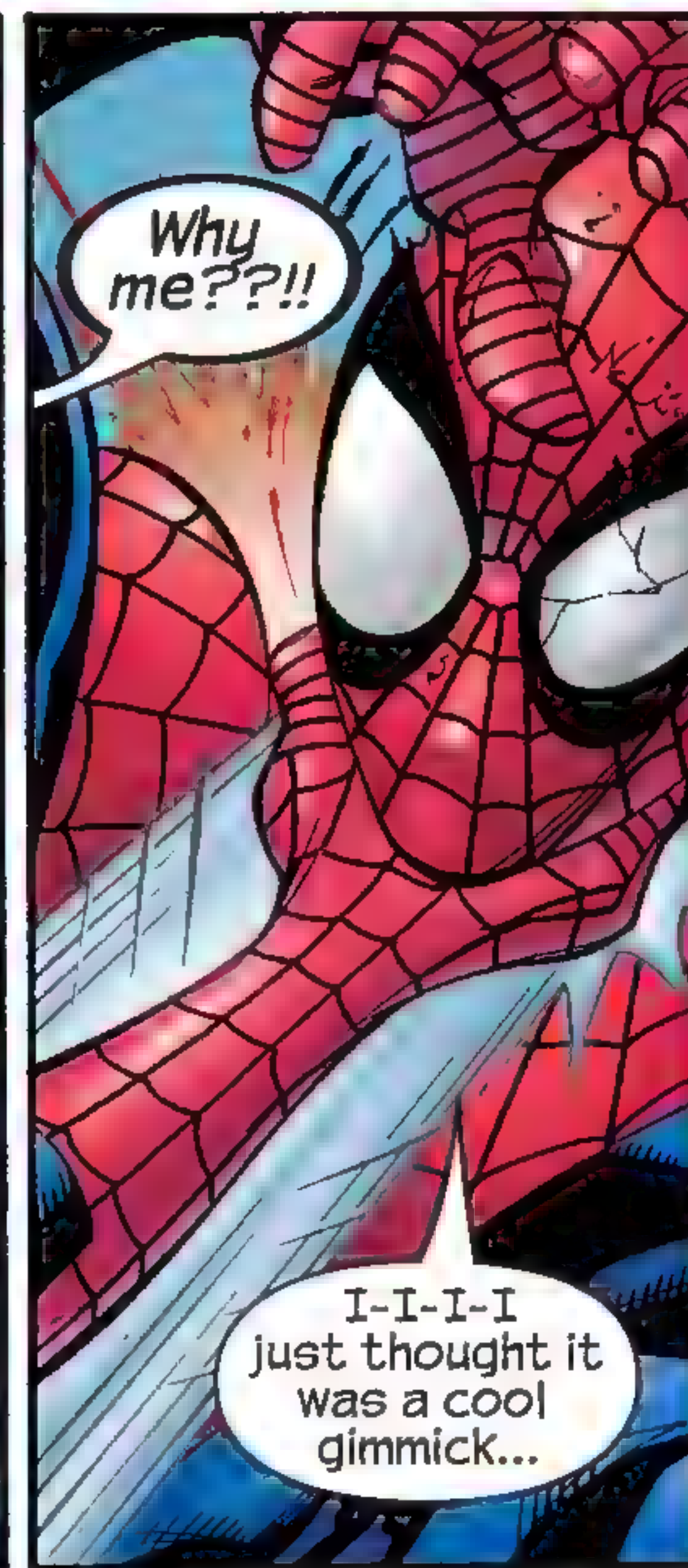
















P- please...  
I'm- I'm just  
some guy...





"Just some guy?"

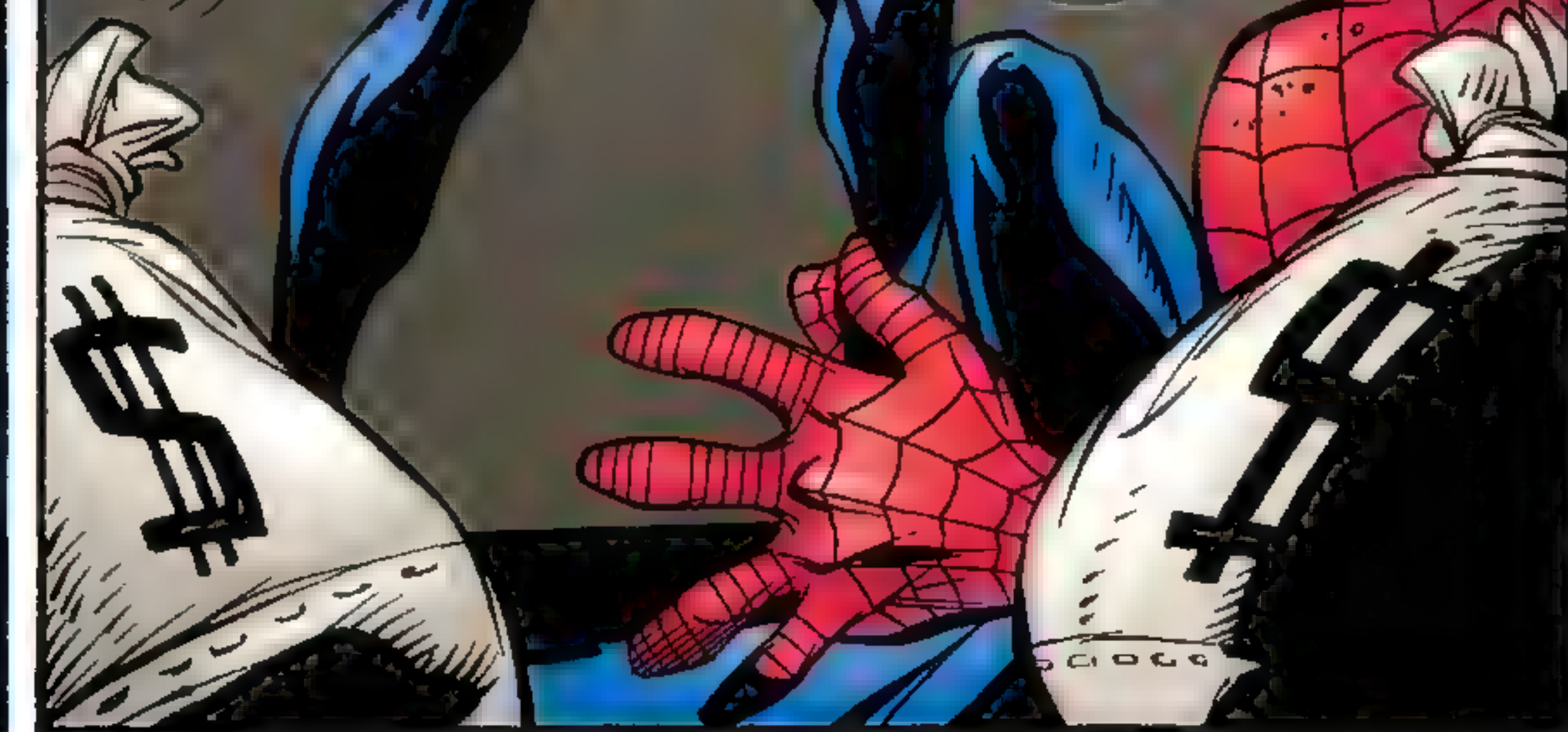
Just-- some-- guy?!!

The world thinks I'm a murderer now!!

All these people are sitting here fearing for their lives-- praying that they get to go home to their families-- just so some guy can try to steal some money!!

So "some guy" can pretend to be famous because he puts on a costume!!!

No...



So what's to stop me from murdering you!! Huh?!

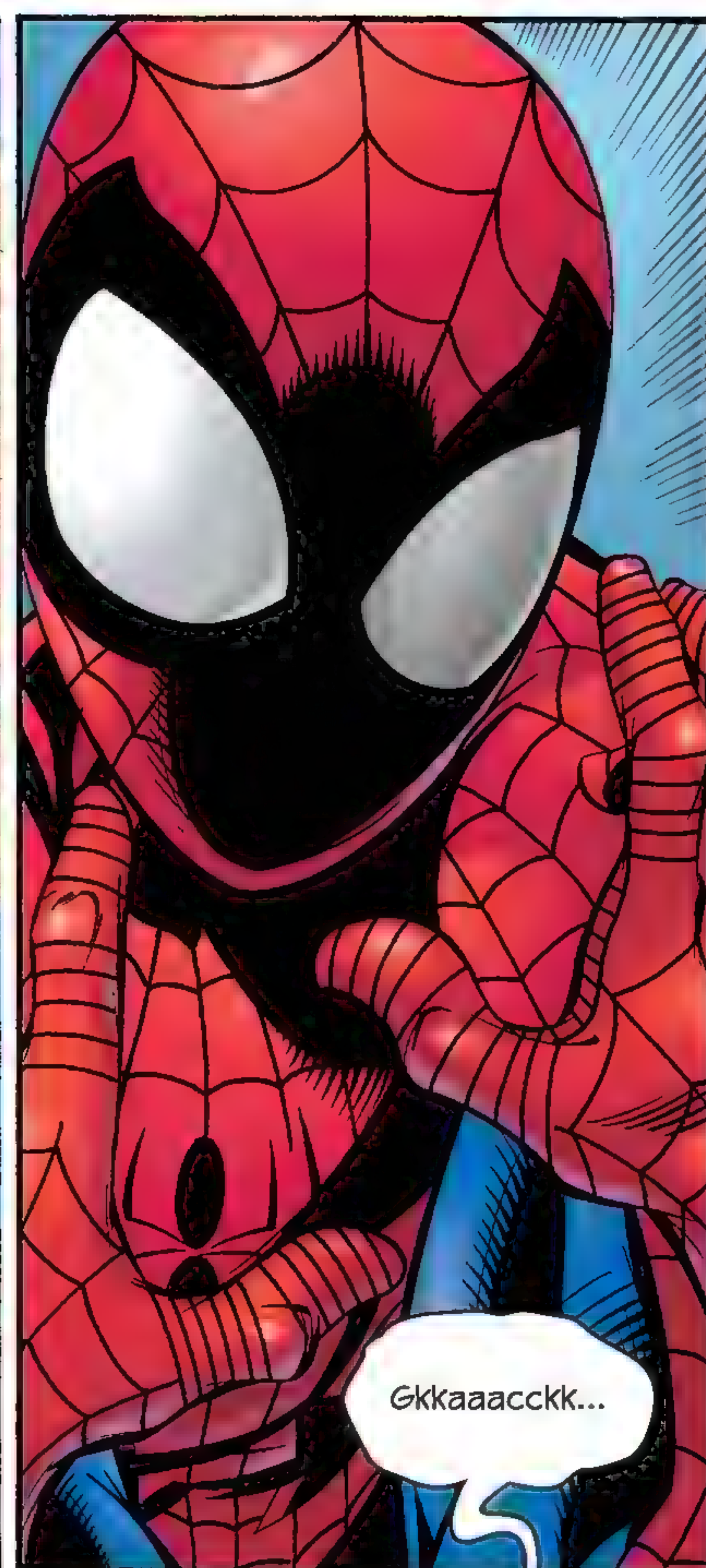
Why not!?!?

Aacckk!

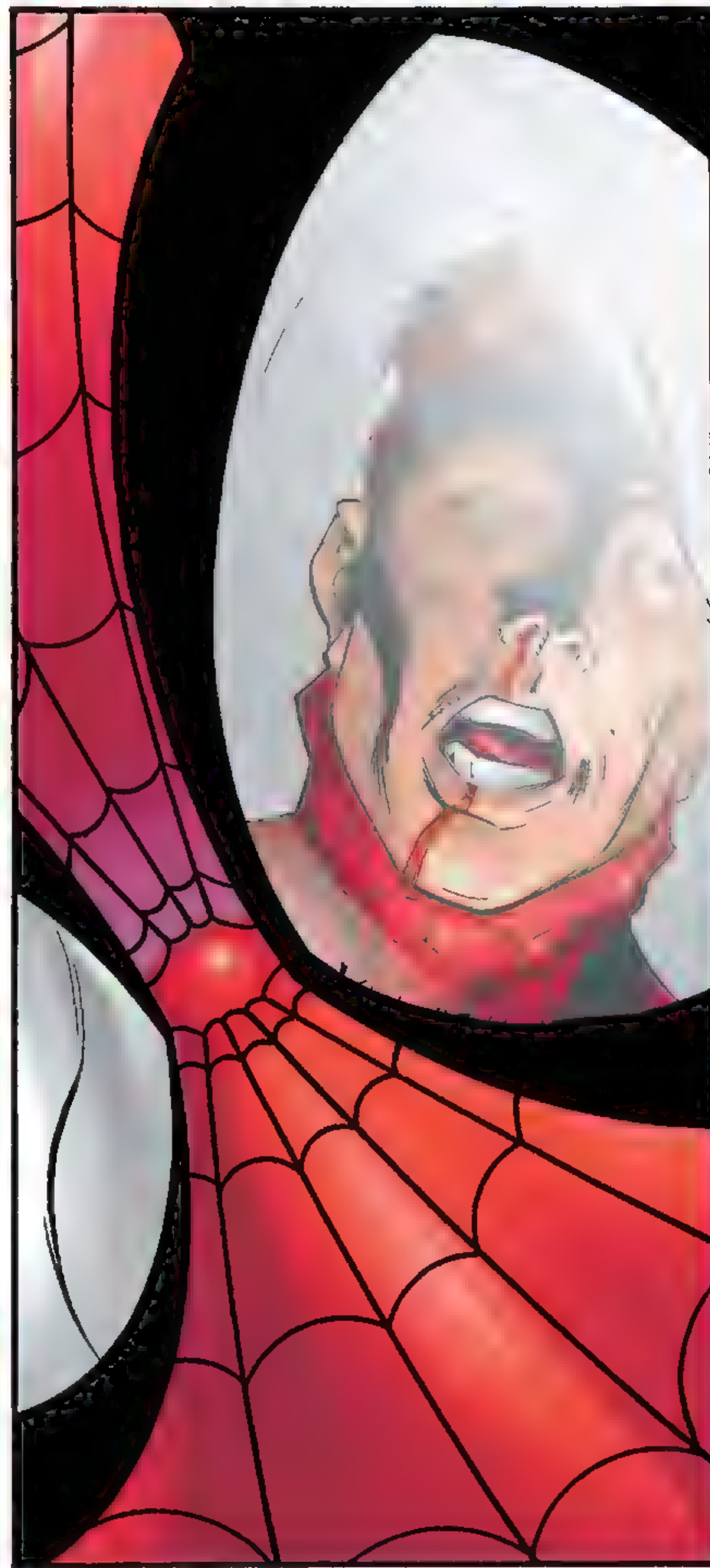
What difference would it make? Tell me you don't deserve it!!



Tell me why I shouldn't kill you right here!!



Gkkaaacckk...



Guh.

Guh.

Gaughh...







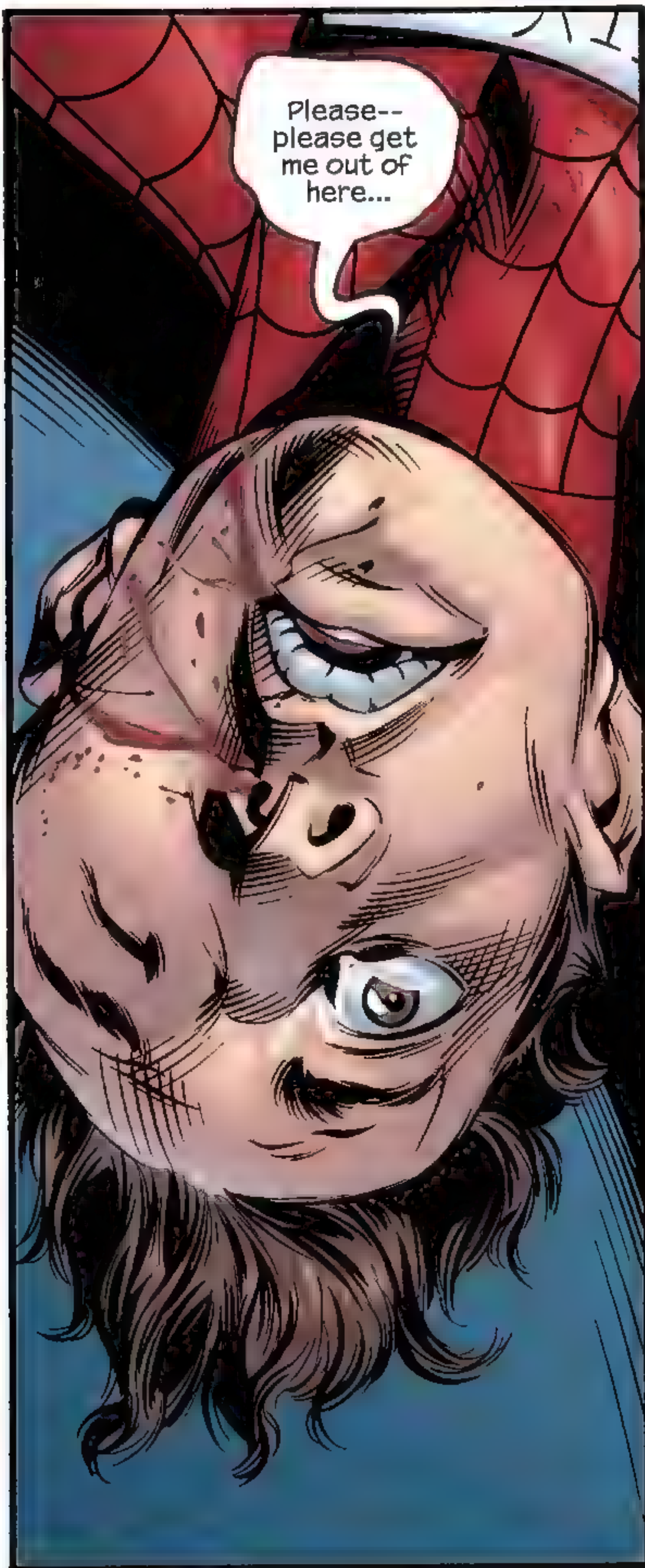




I-I-I--  
did it-- I--  
it was all  
me...

I did  
it. I can  
prove it and  
everything...

FROM THE  
REAL SPIDERMAN



Please--  
please get  
me out of  
here...



I promise--  
it was me and  
me alone-- just--  
just... please...

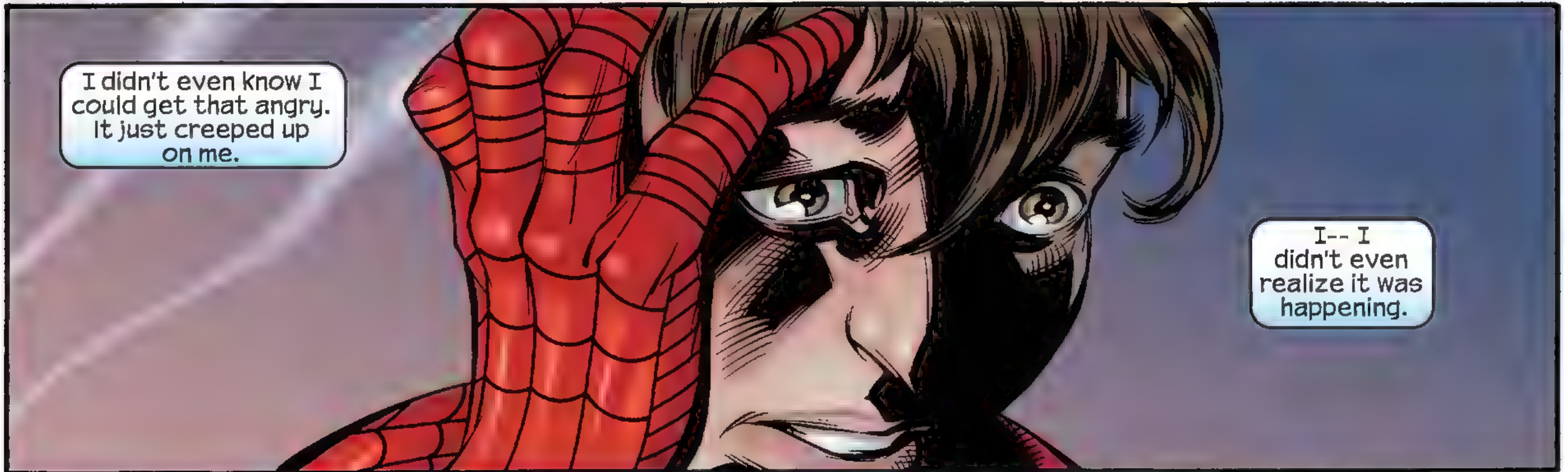






Dammit!

I lost it! I completely lost it!!



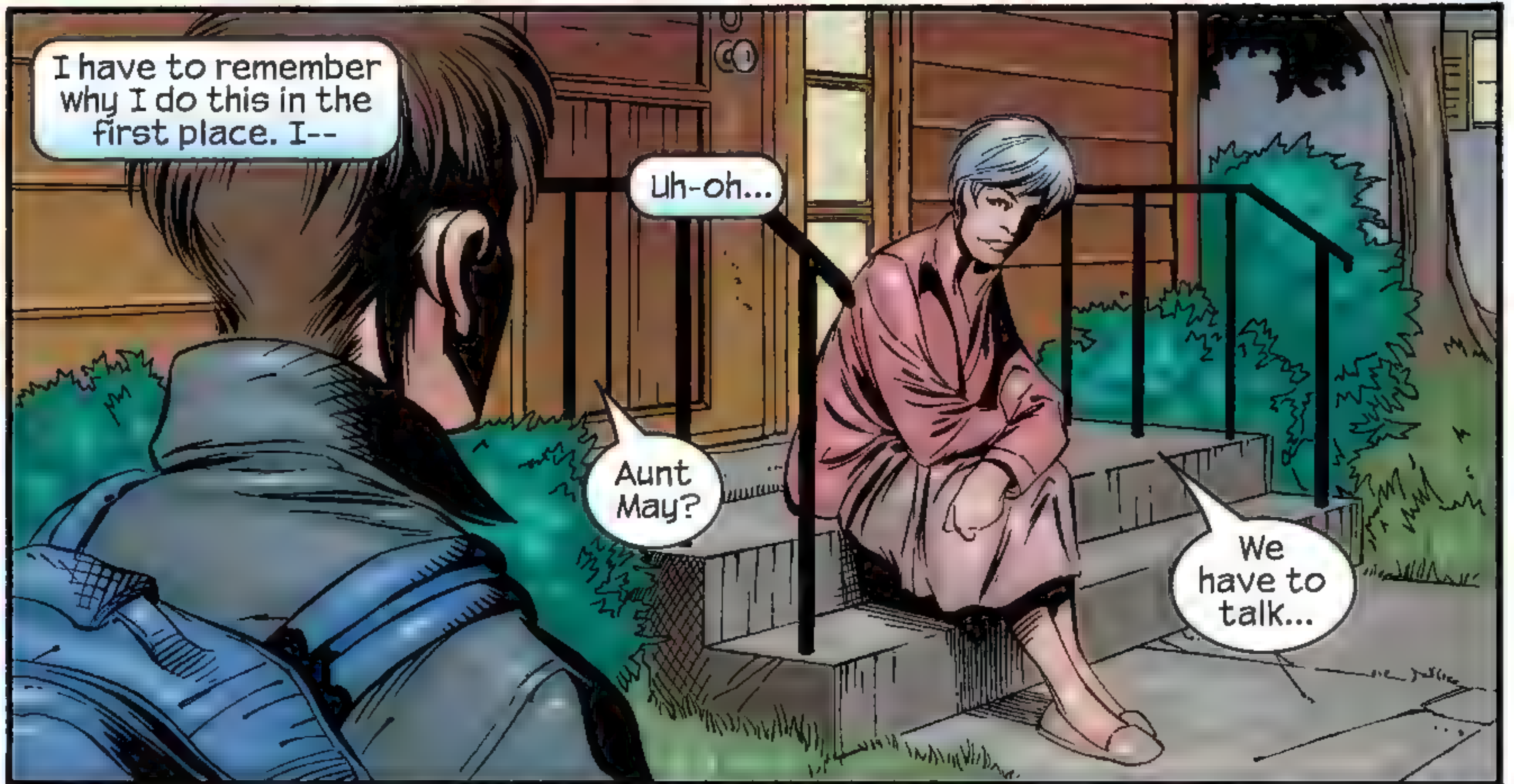
I didn't even know I could get that angry. It just creeped up on me.

I-- I didn't even realize it was happening.



I could have killed him-- killed a man with my bare hands. *Then* what would I be?

I can't even think about it. I just have to make sure-- I can never let anything even remotely like that happen again.



I have to remember why I do this in the first place. I--

Uh-oh...

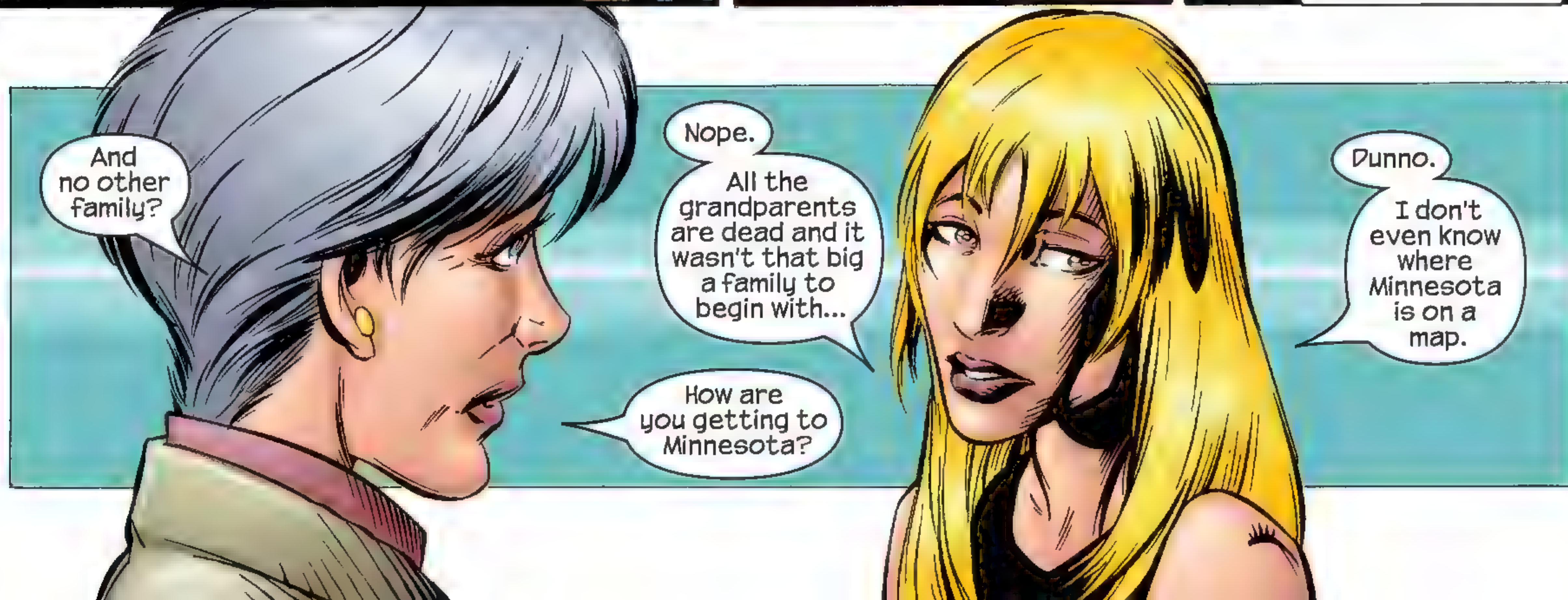
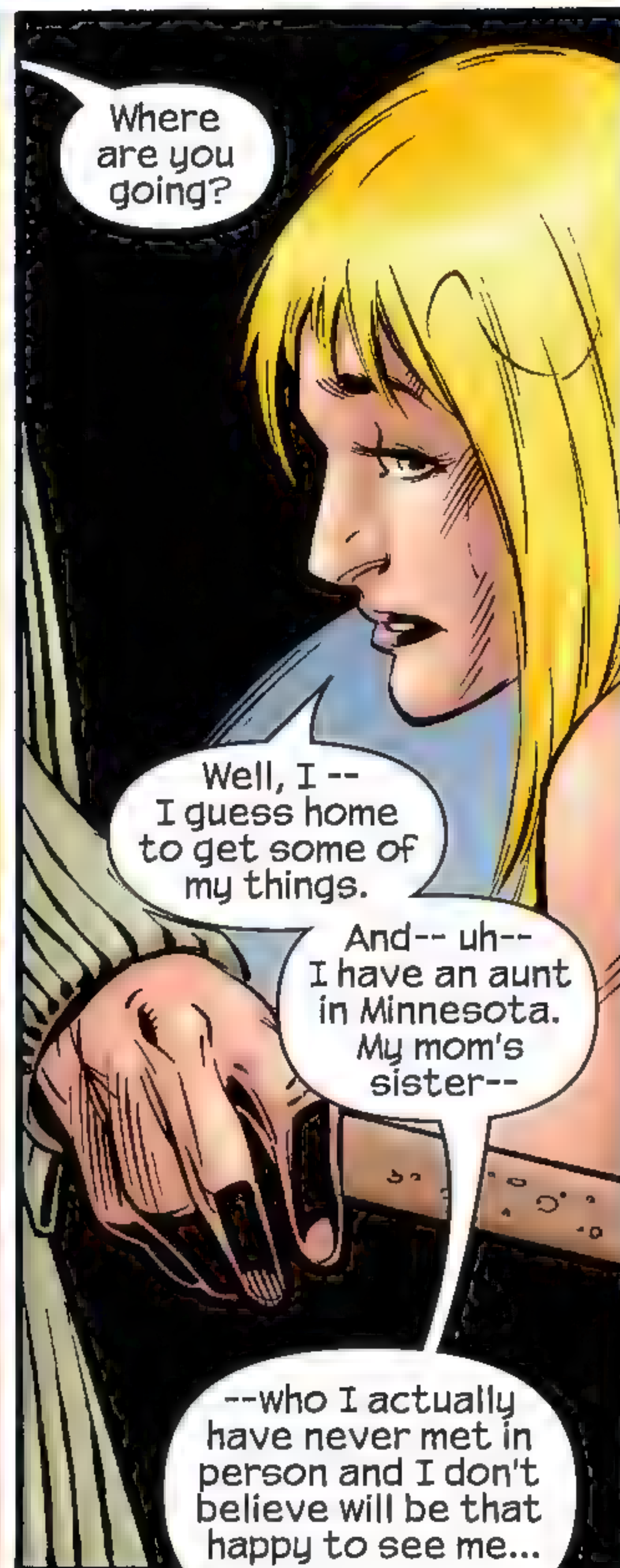
Aunt May?

We have to talk...

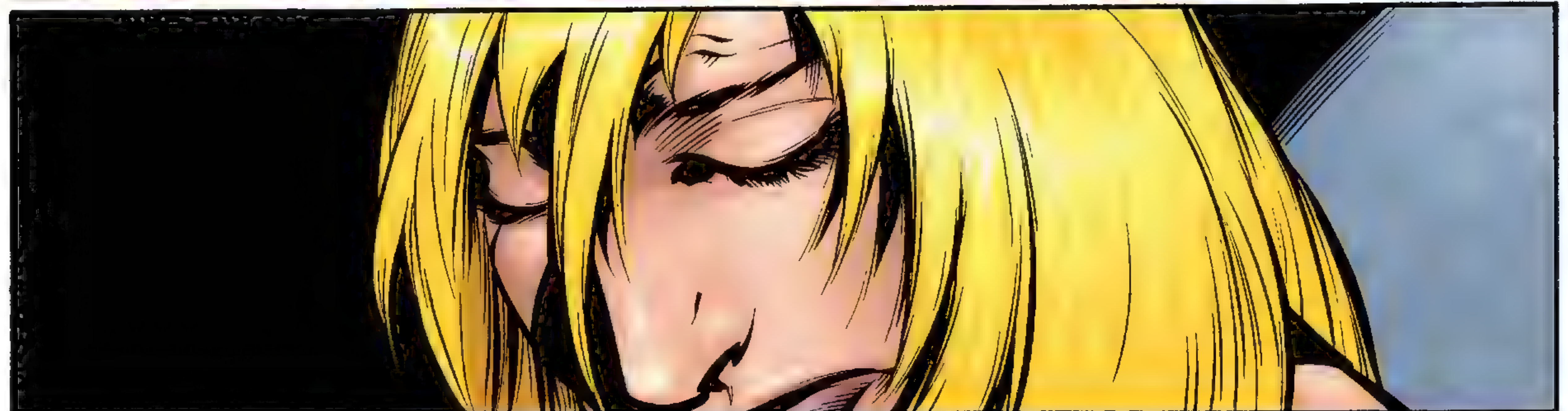
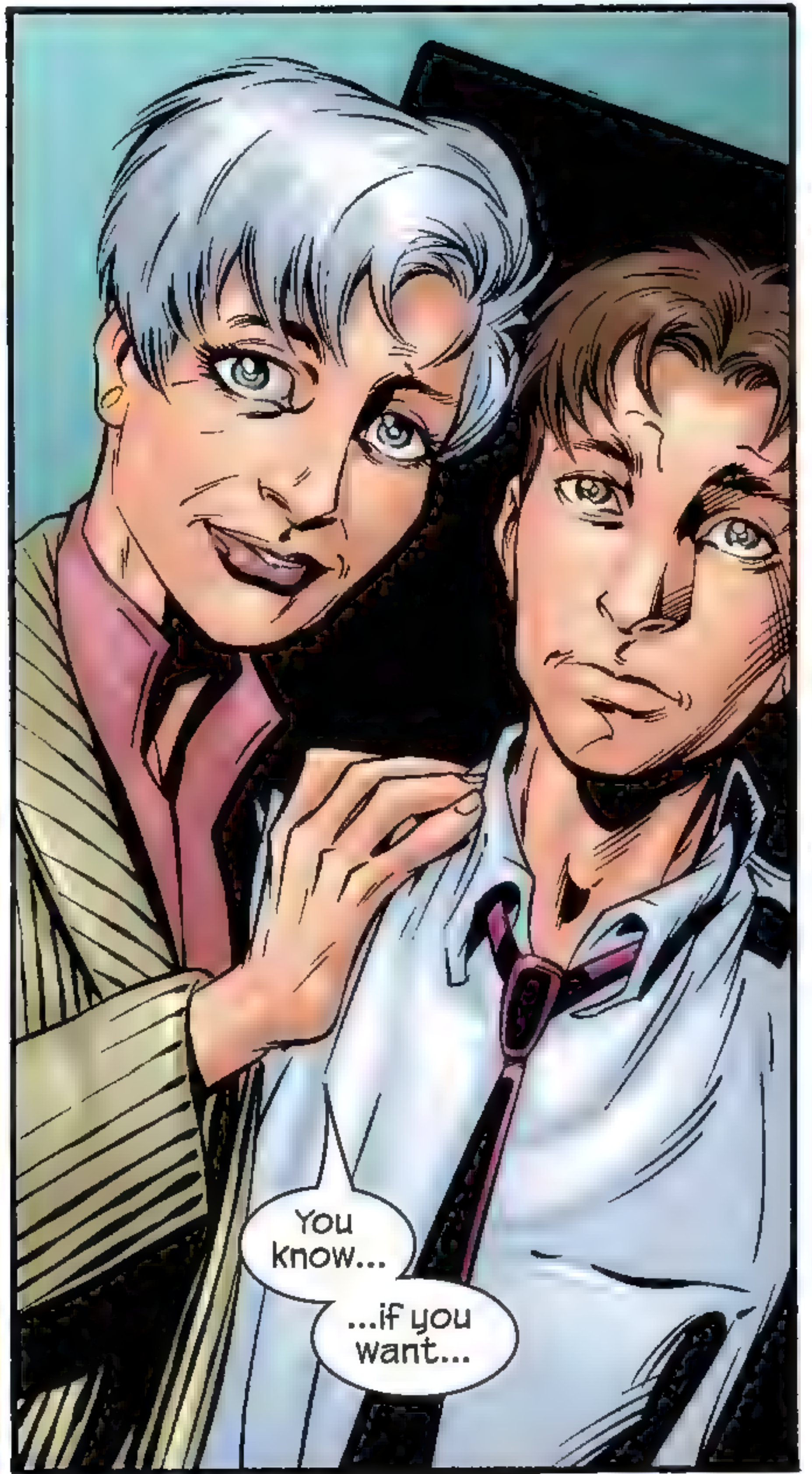
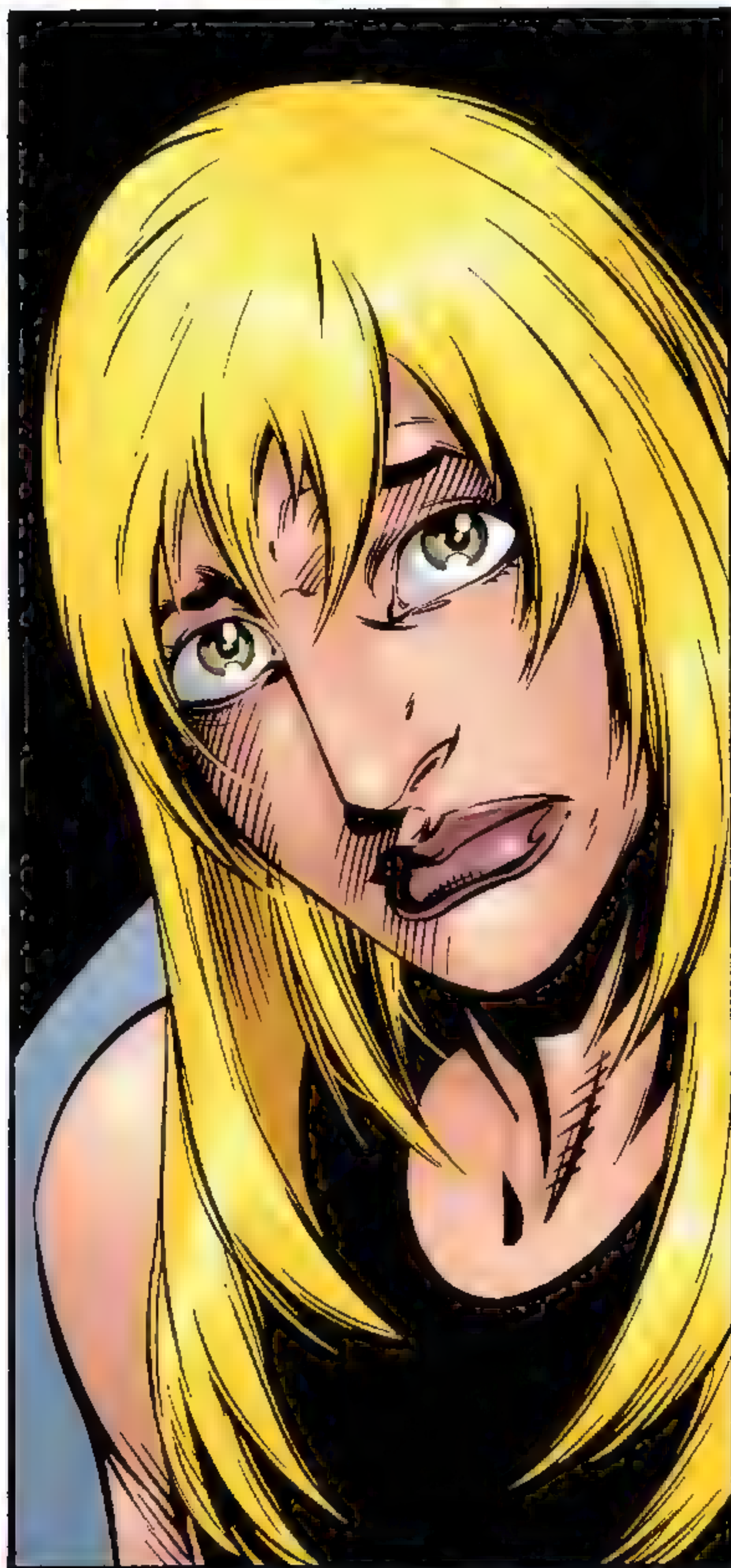
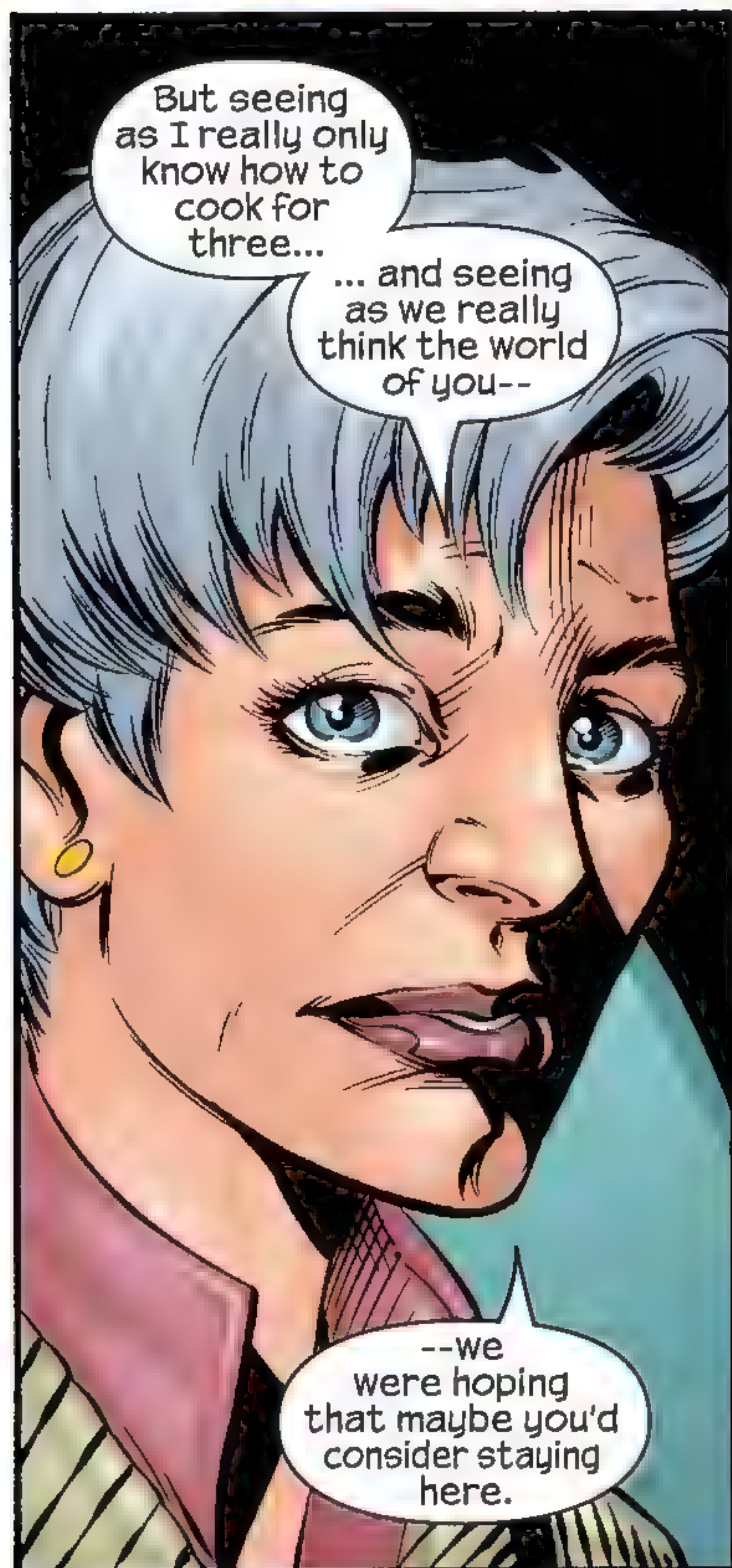
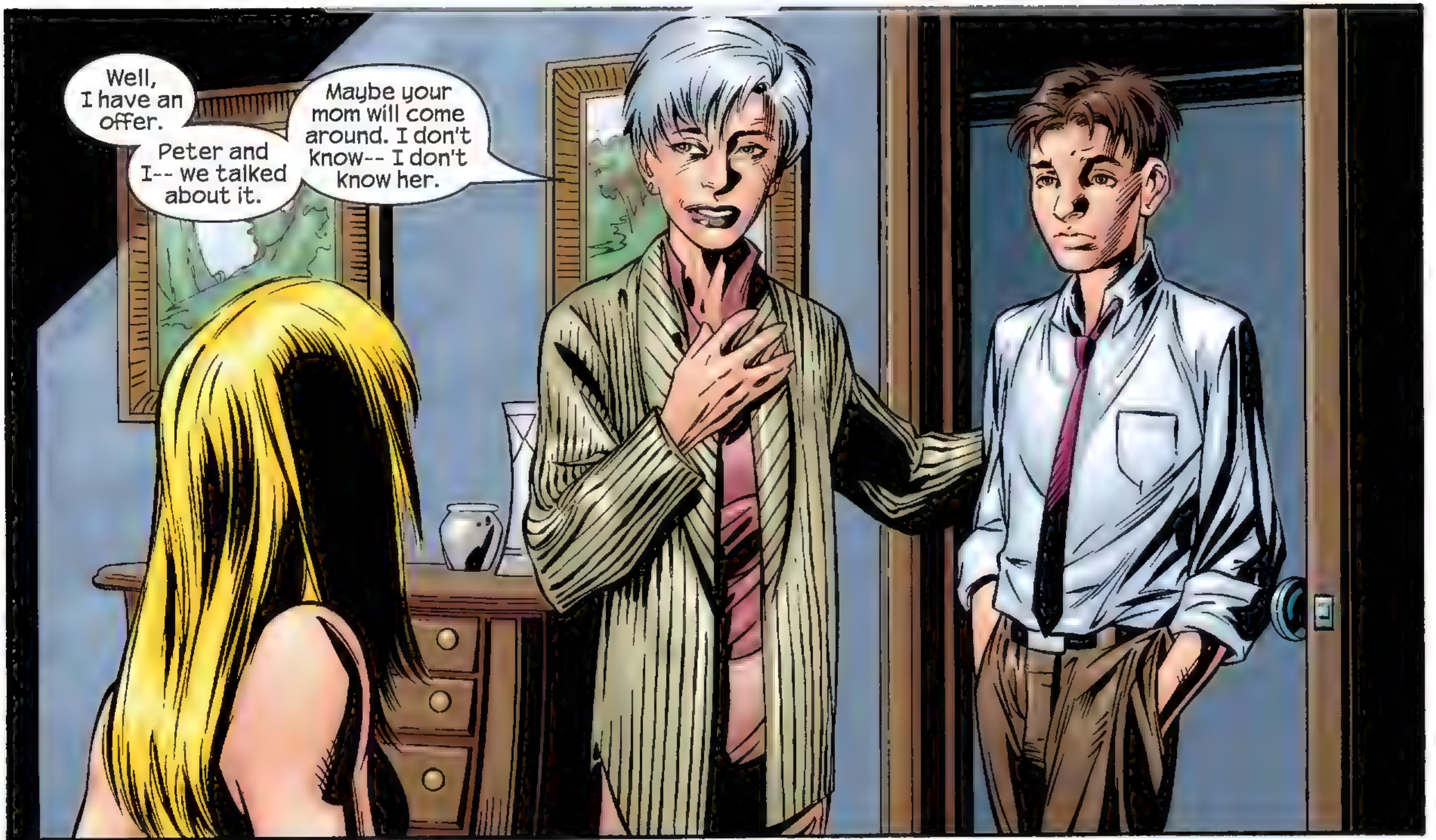


It's about Gwen...

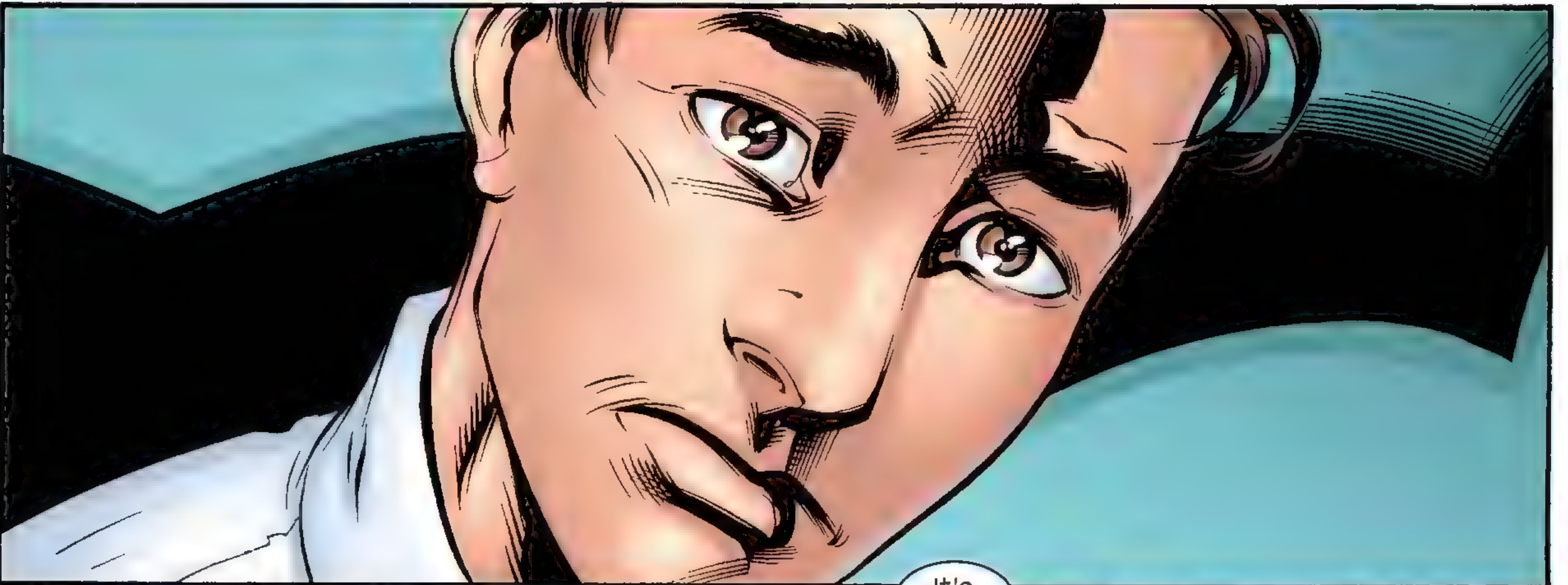
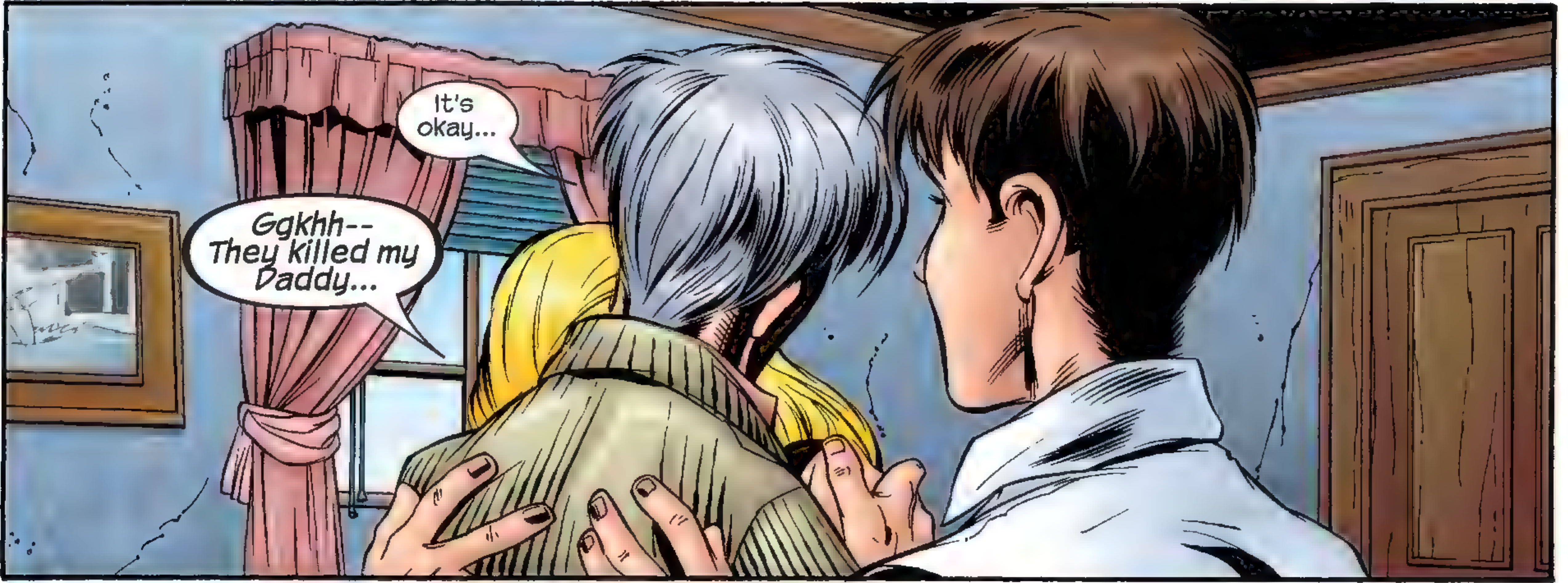
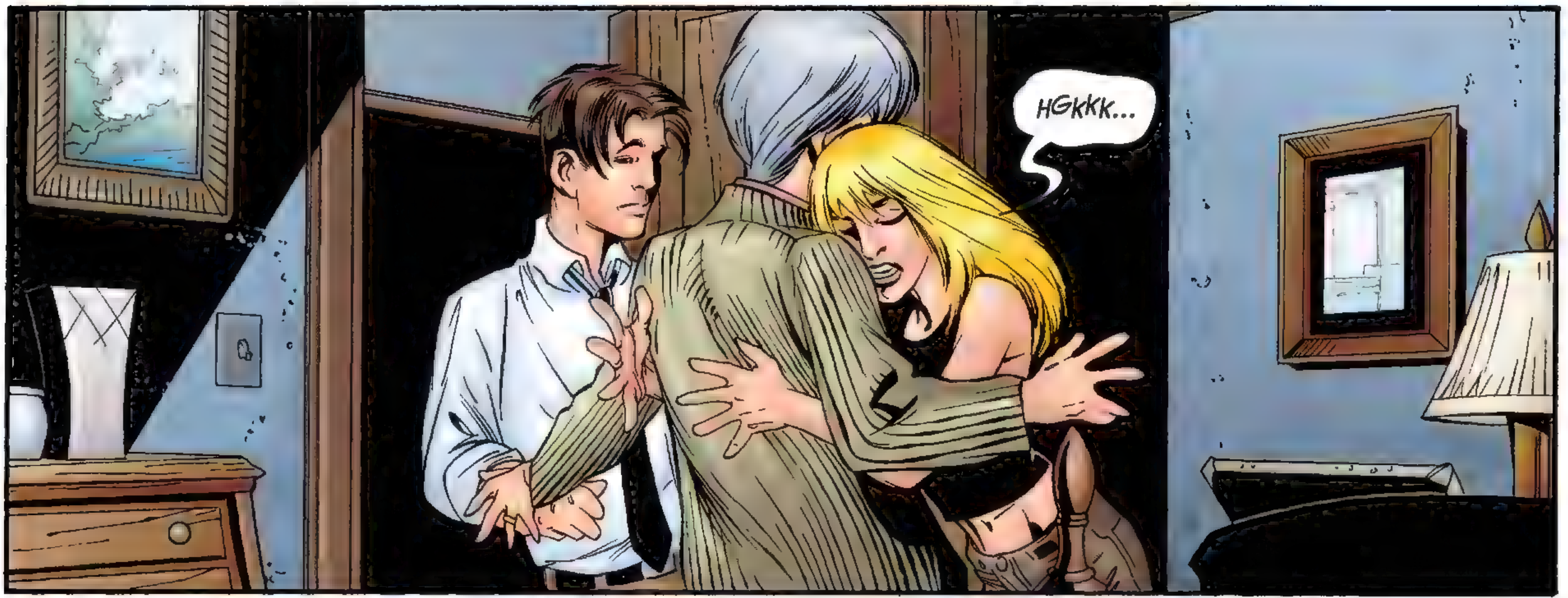




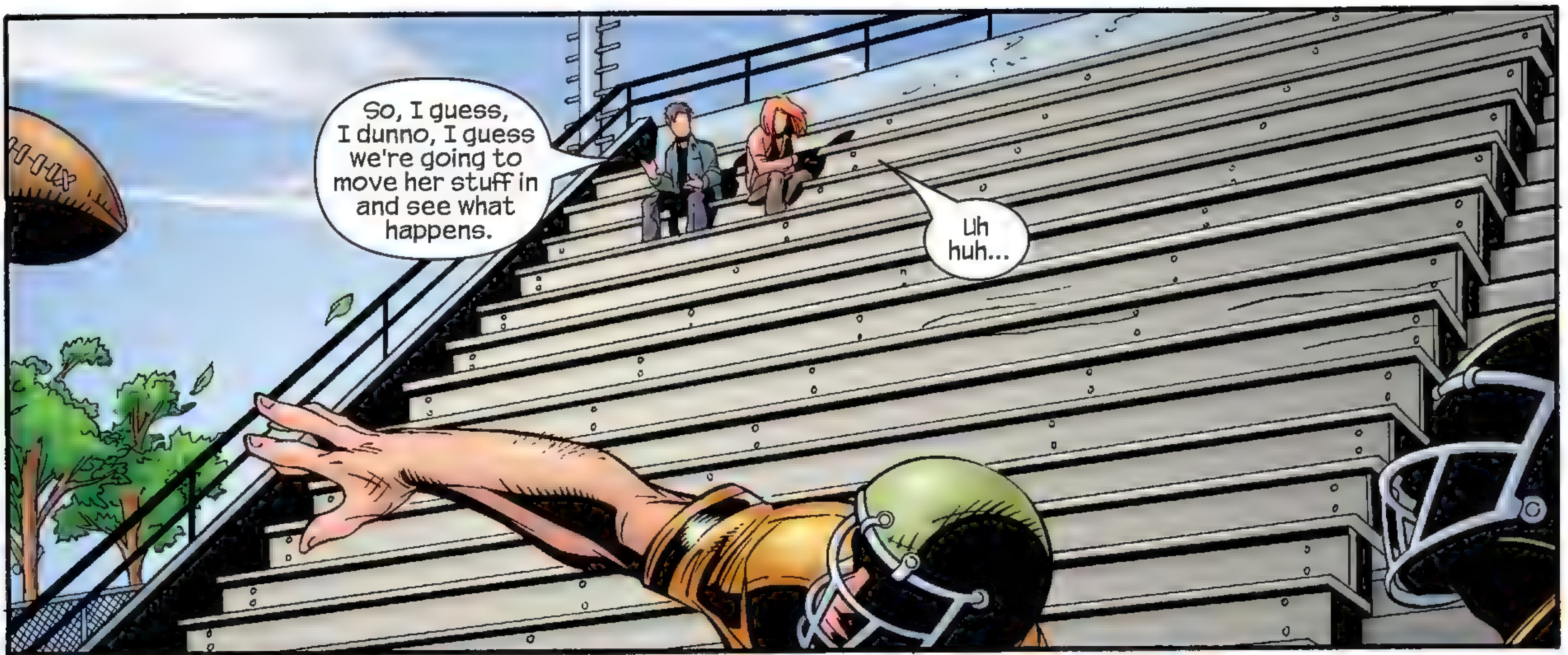






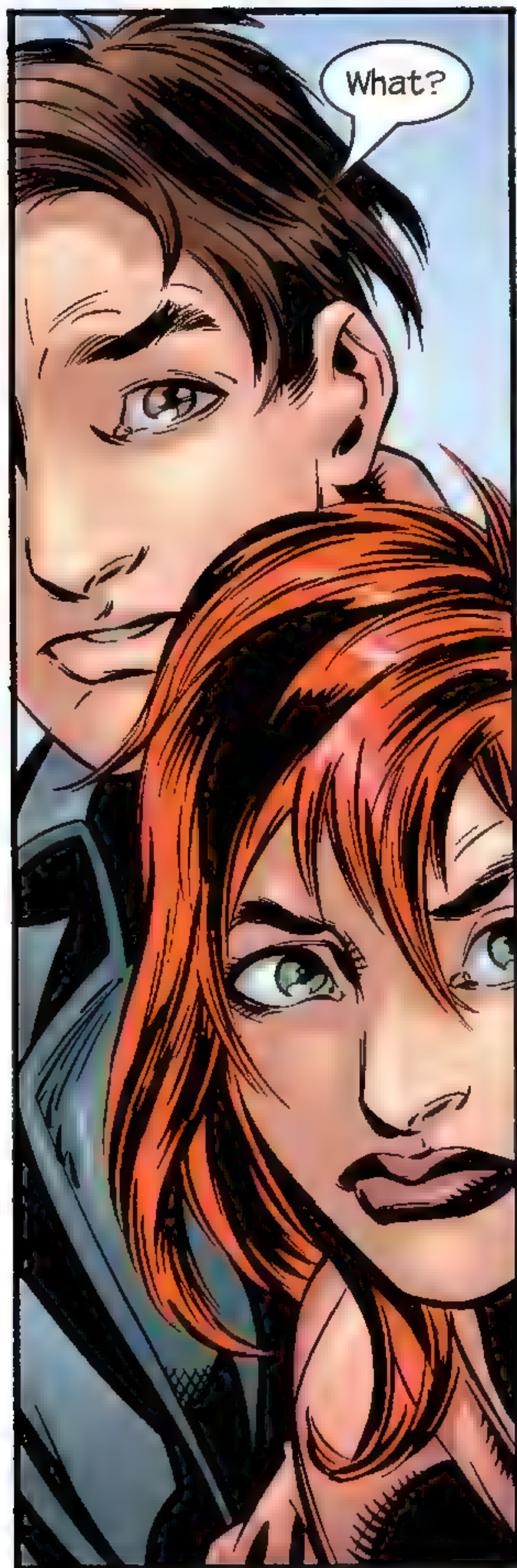




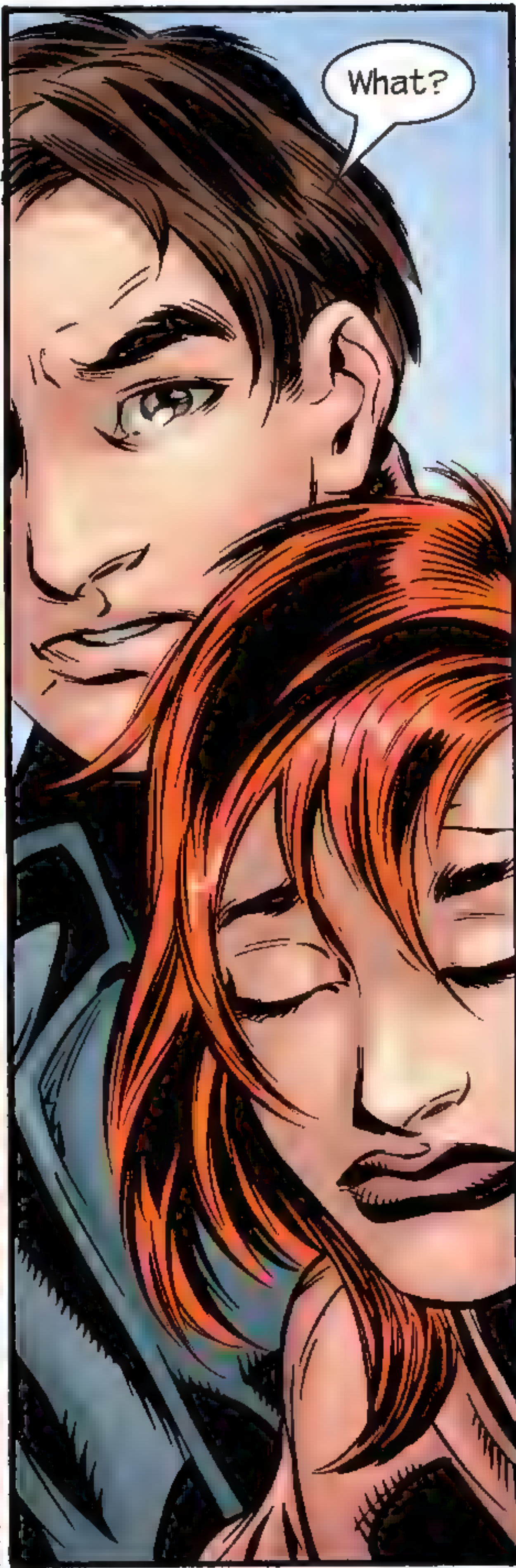


So, I guess, I dunno, I guess we're going to move her stuff in and see what happens.

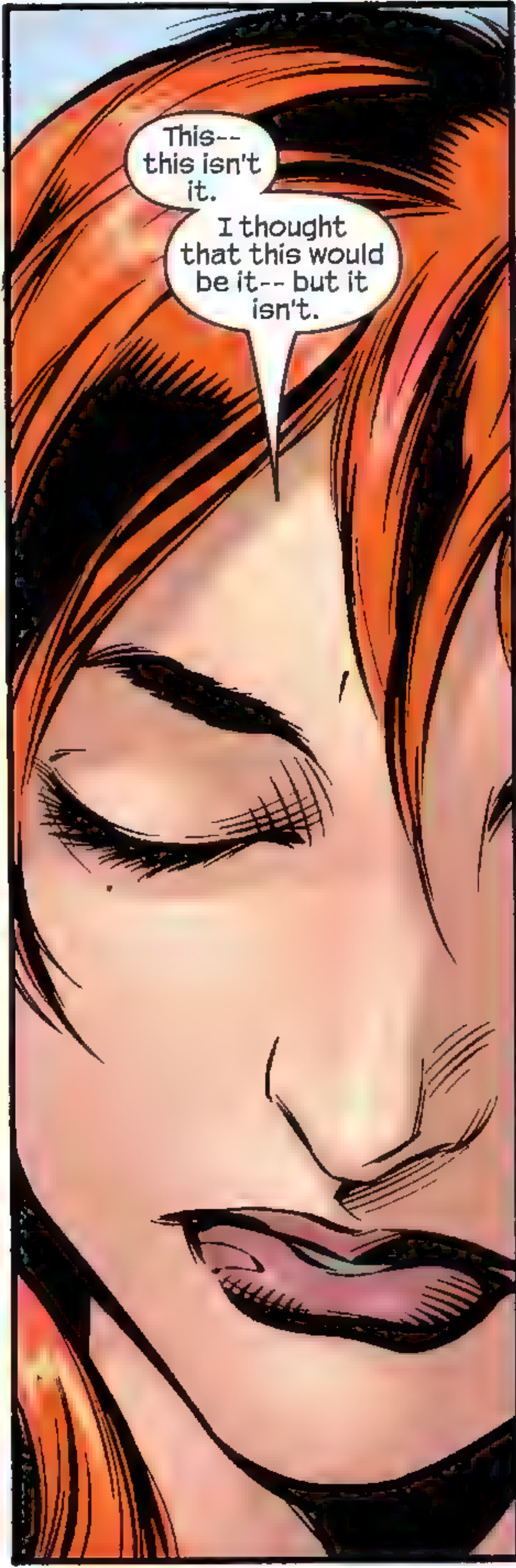
Uh huh...



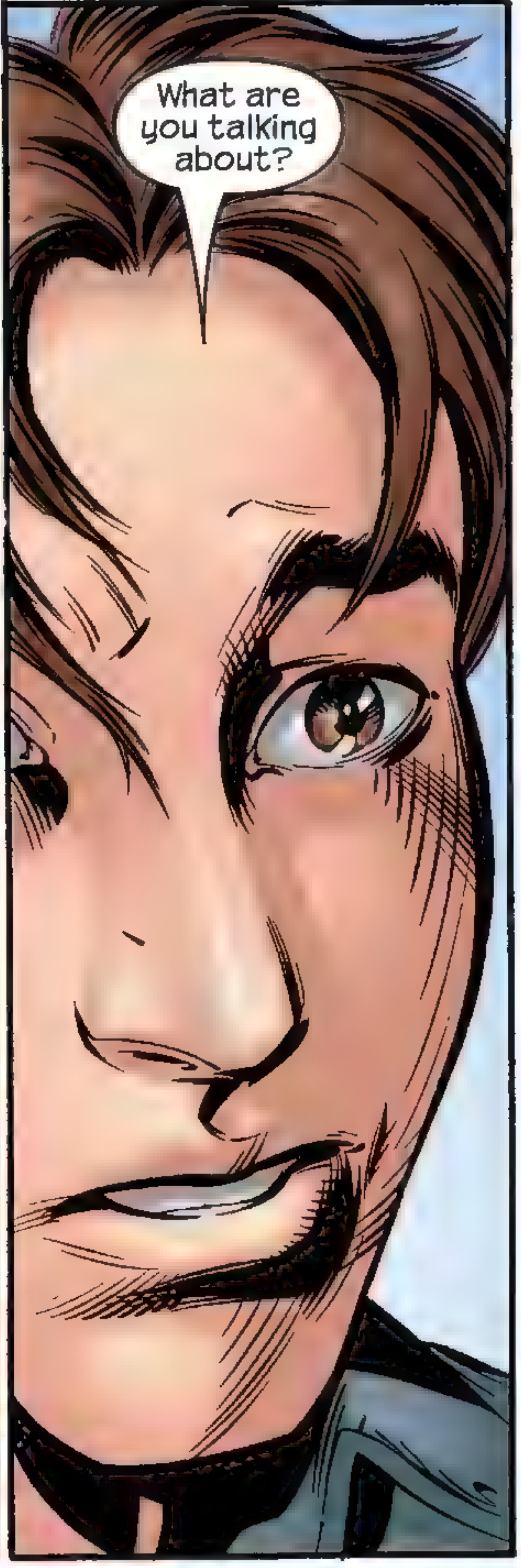
What?



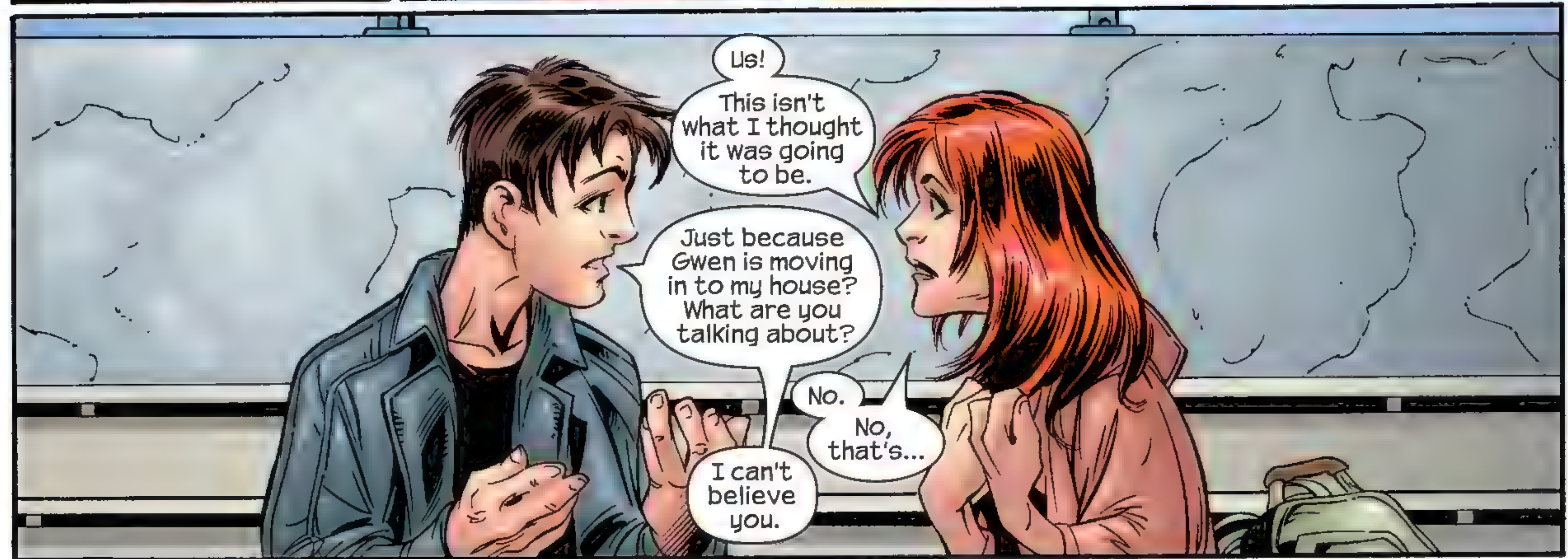
What?



This-- this isn't it. I thought that this would be it-- but it isn't.



What are you talking about?



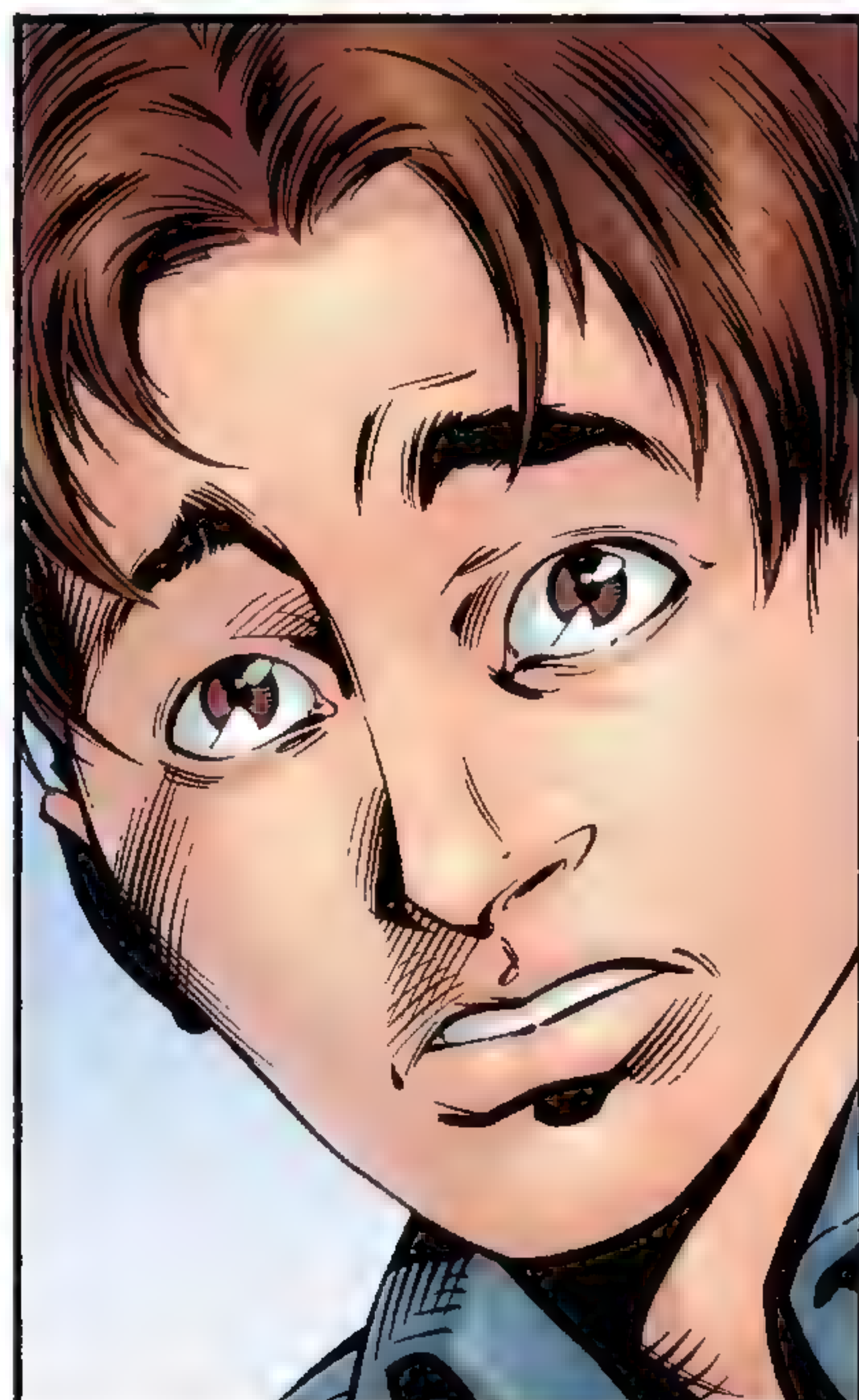
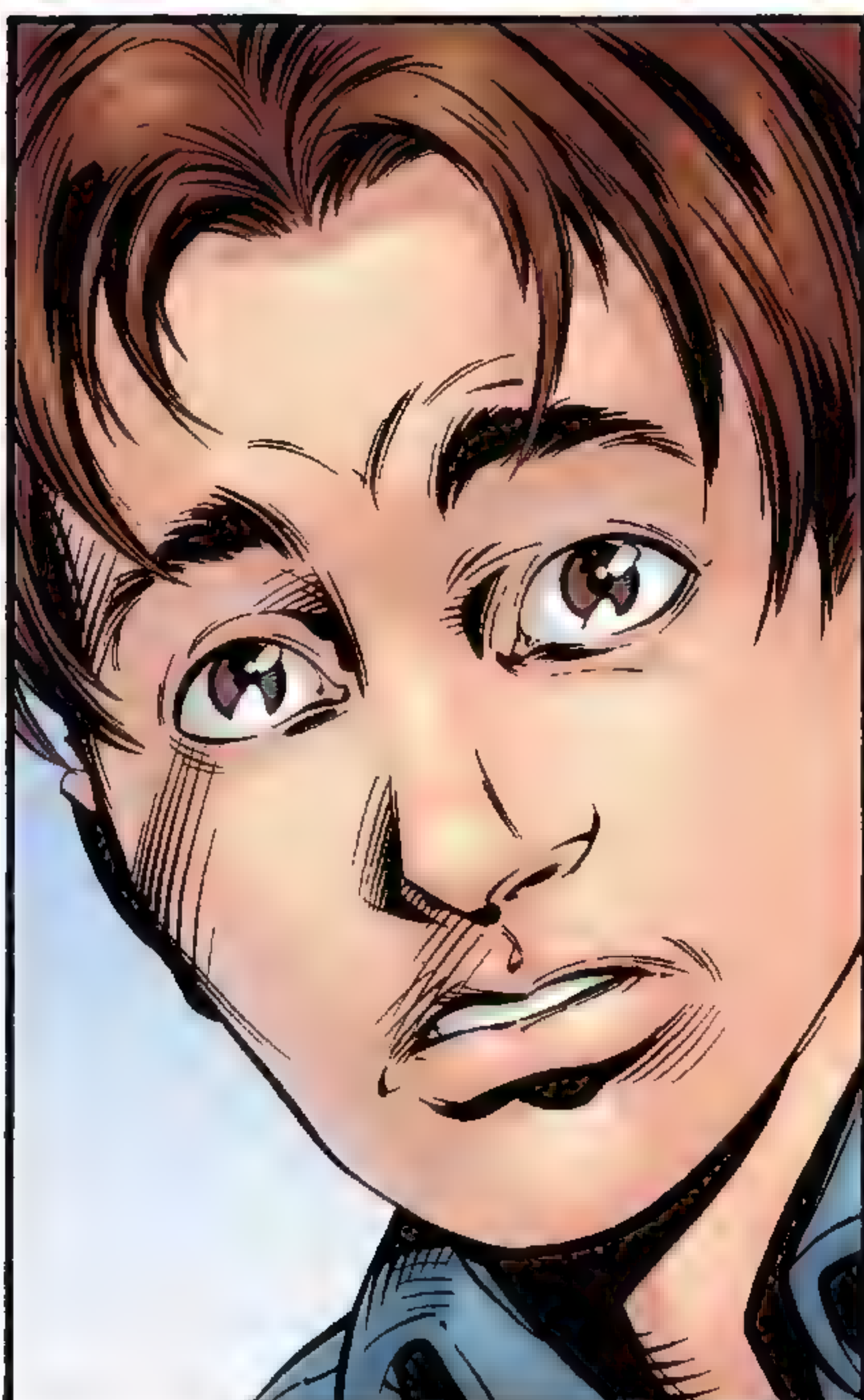
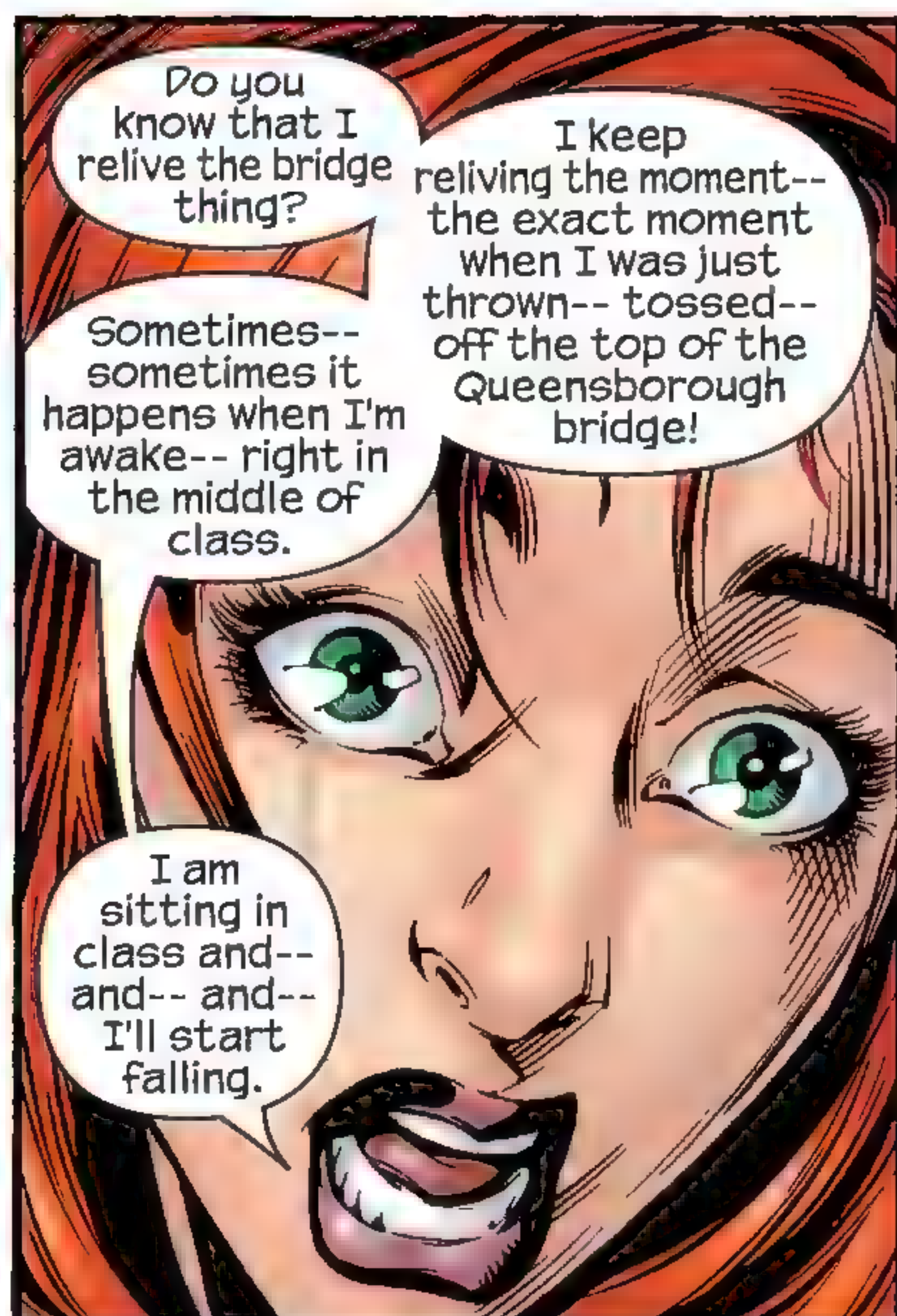
Us! This isn't what I thought it was going to be.

Just because Gwen is moving in to my house? What are you talking about?

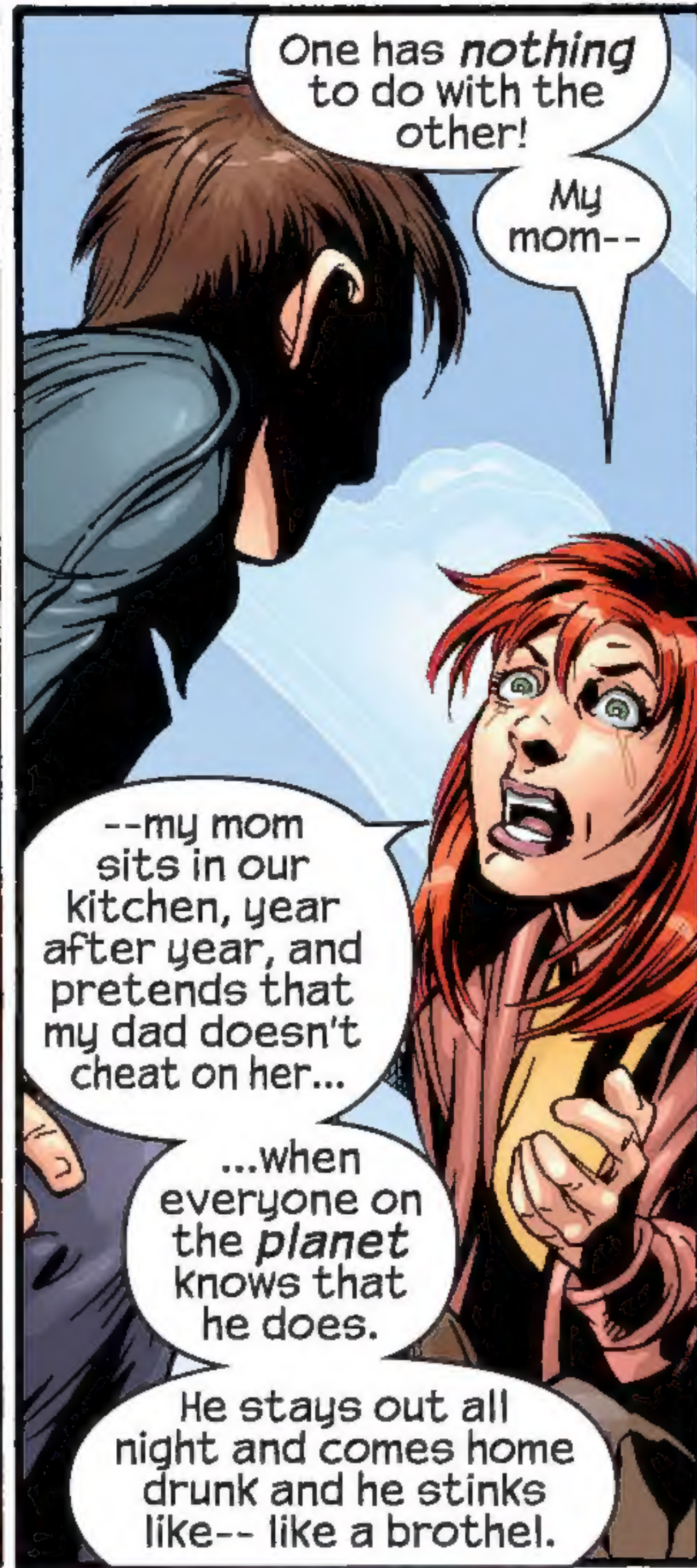
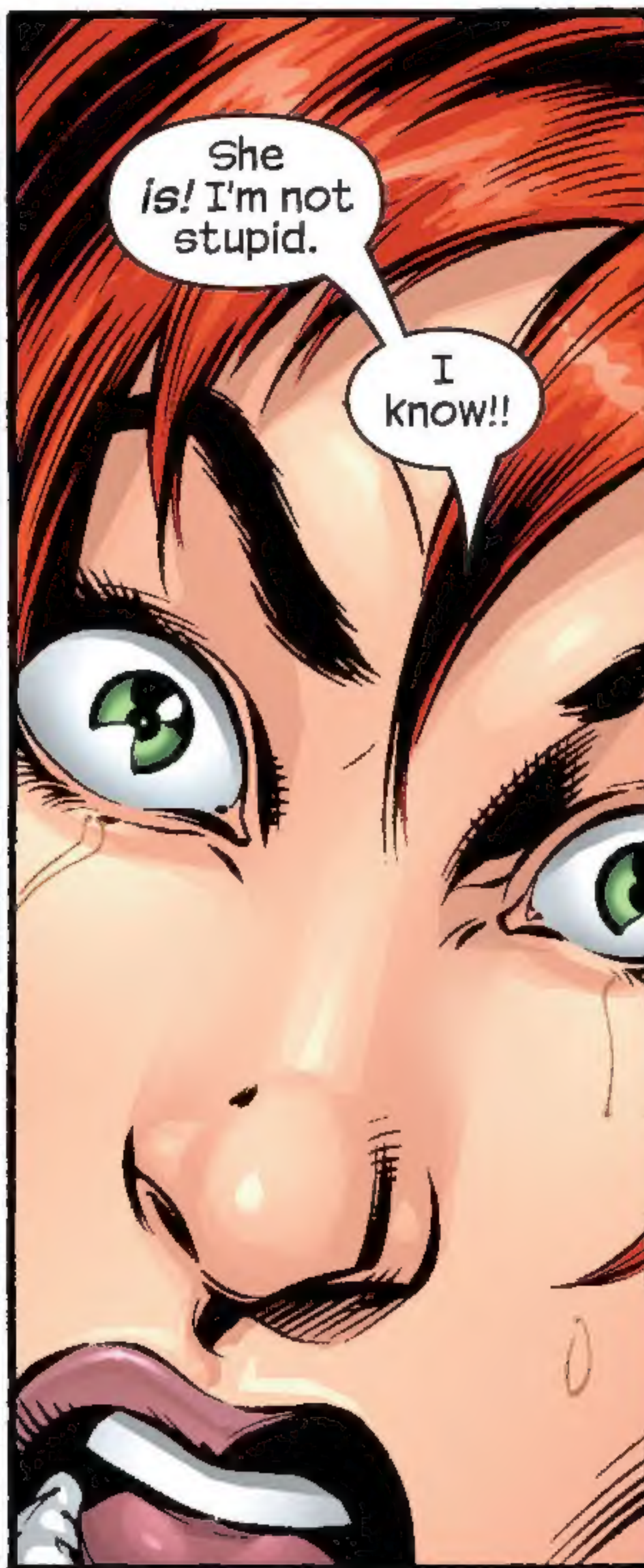
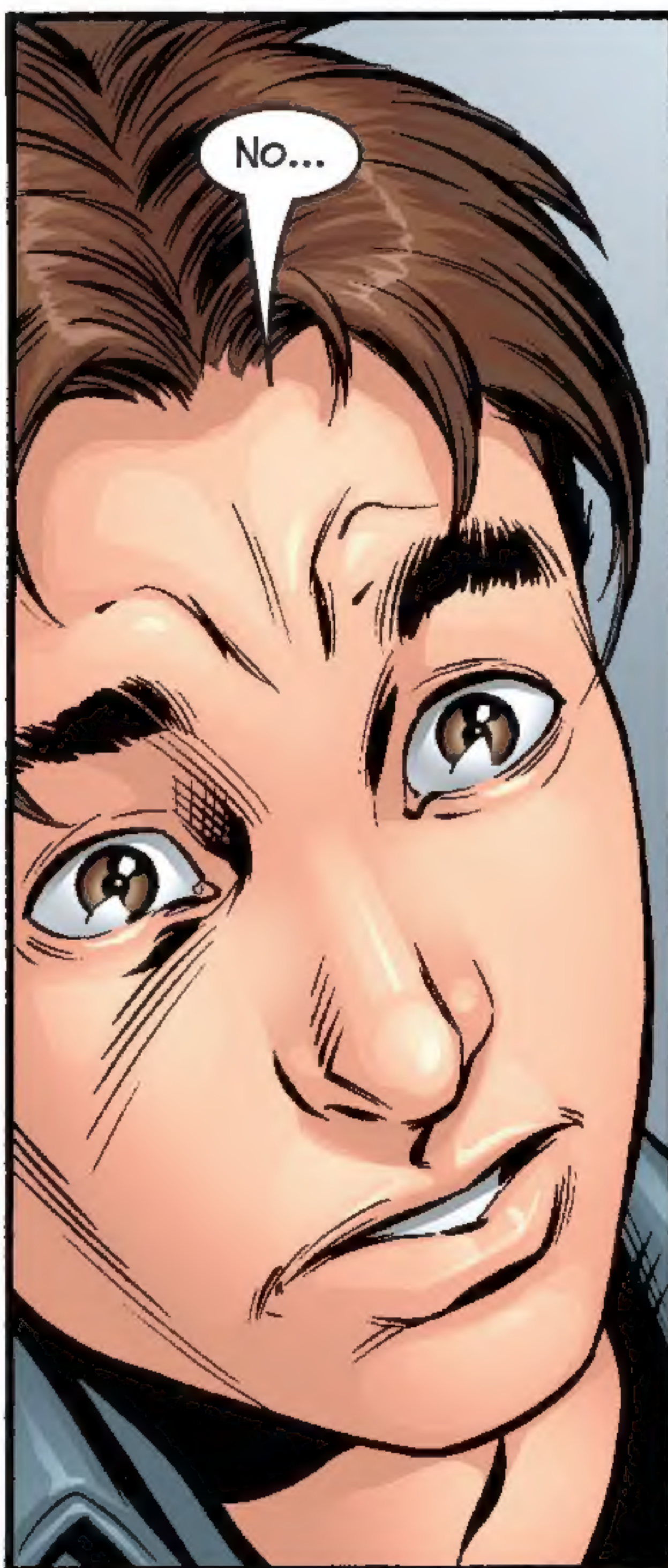
No. I can't believe you.

No, that's...

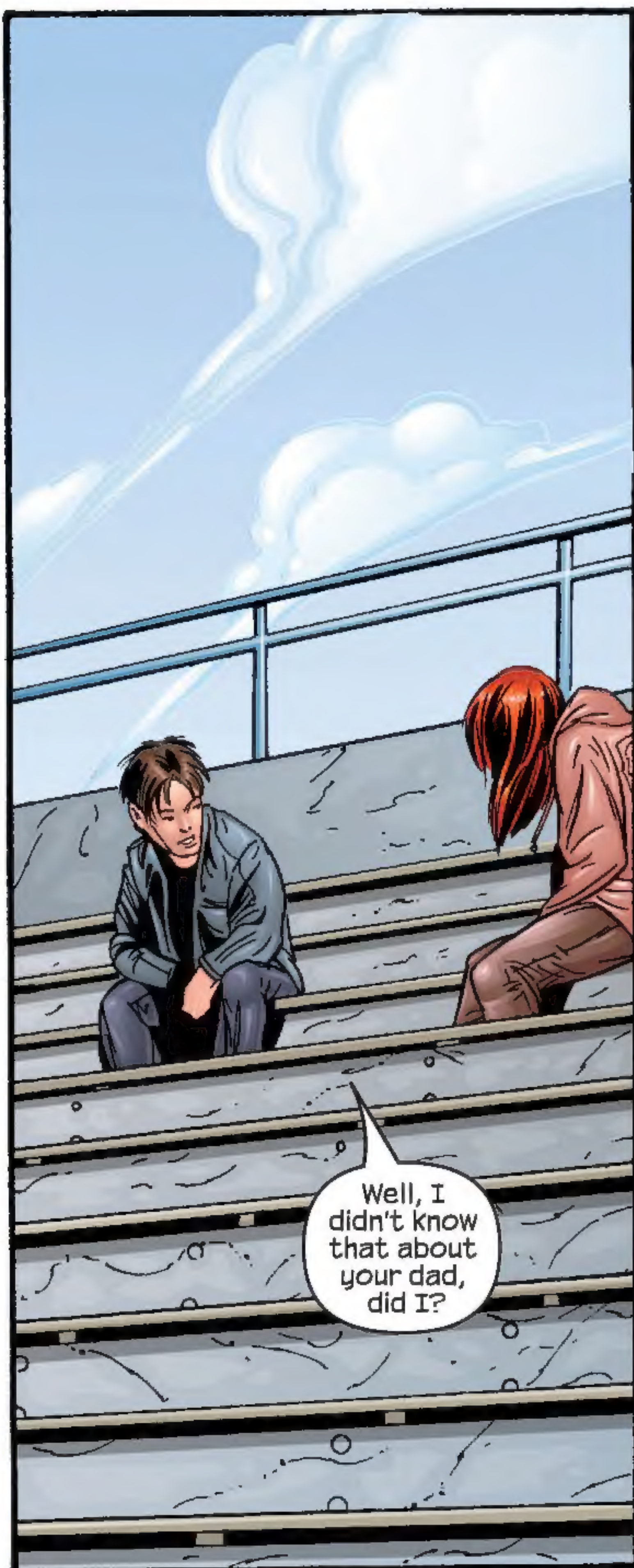












Well, I didn't know that about your dad, did I?



Peter, you never ask!

You never ask about *me*.

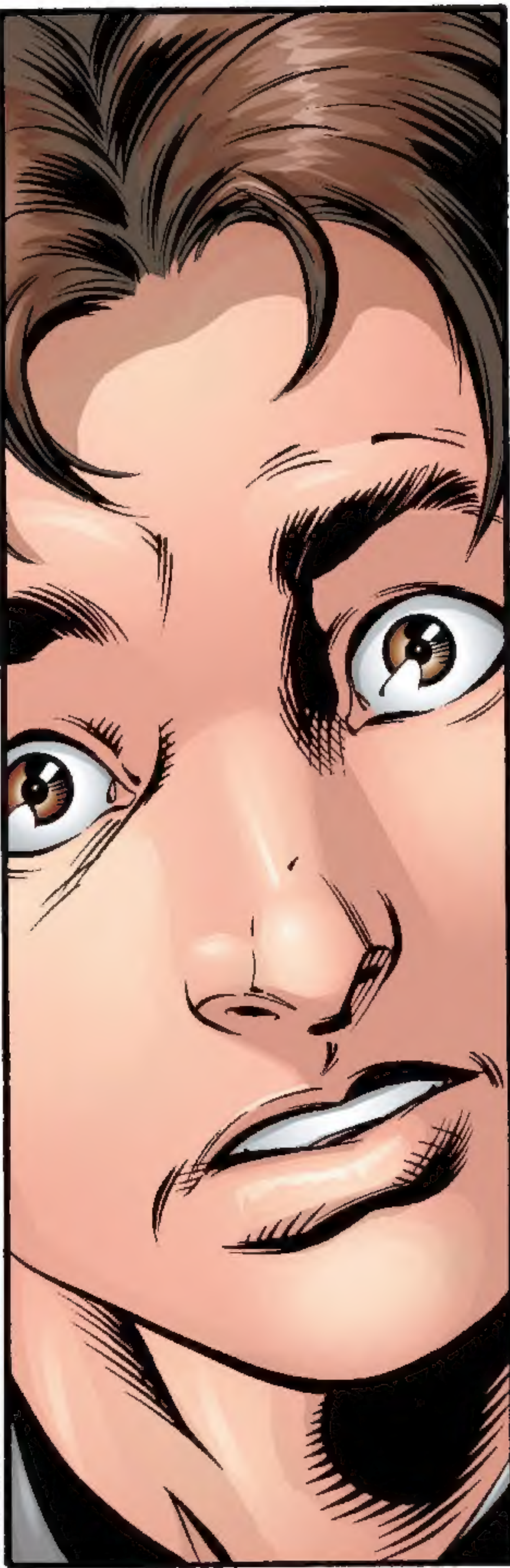
It's all about you and and your costume.

And it was fun in the beginning, sure...



How am I supposed to know this about your dad and mom if you don't tell me?

I'm supposed to read your mind?



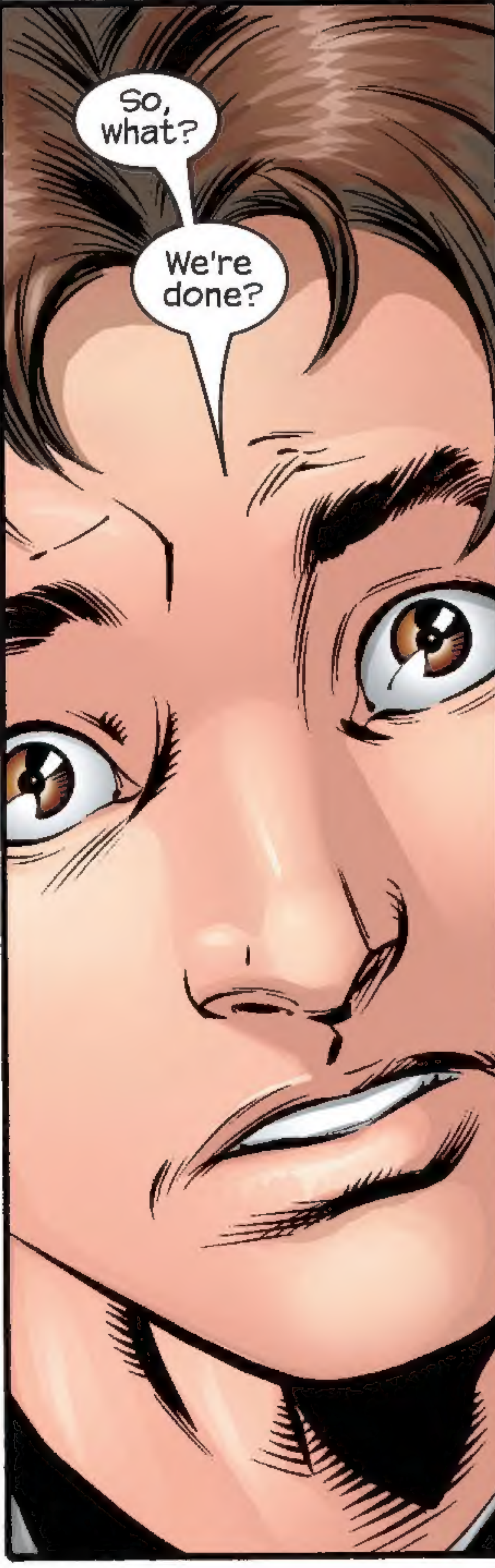
But for the record--

--its not just Gwen.

It's *all* of it.

I love you, Peter.

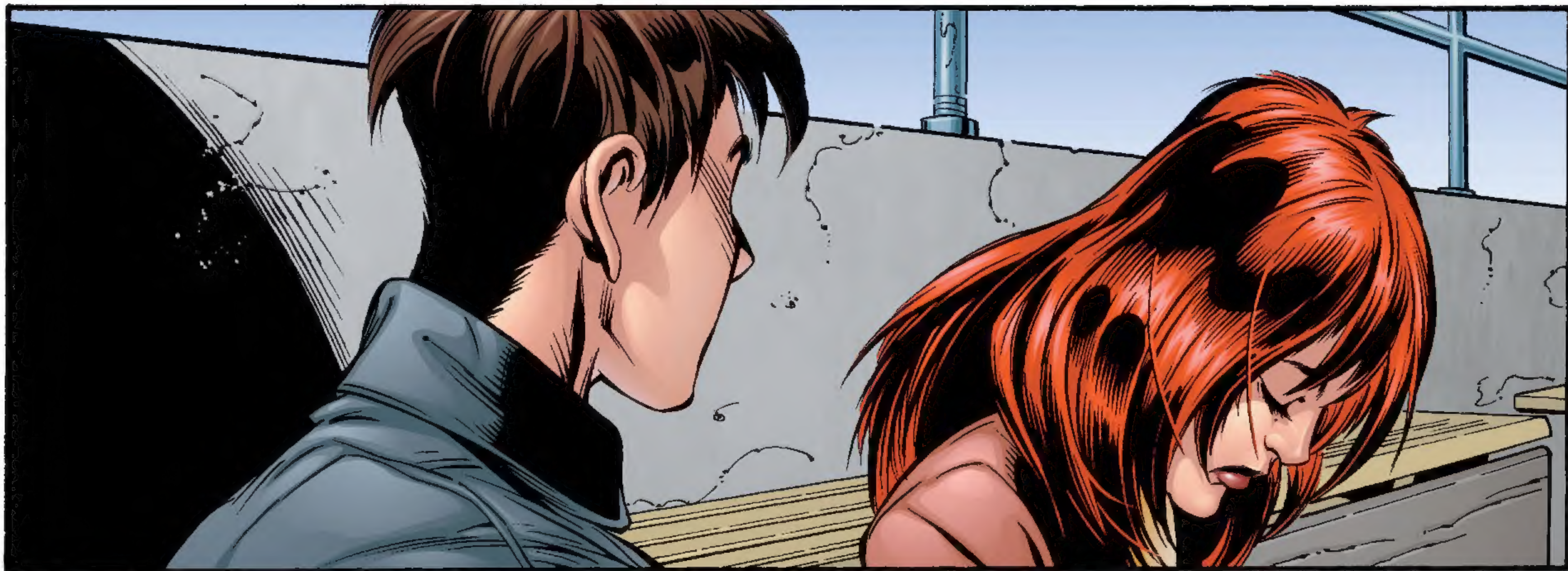
I just can't do this.



So, what?

We're done?





Next issue:  
**VENOM!**



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